The Last Breaths of Ashenport

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It stands a lonely vigil atop a remote northern shore, hunkered down against the terrible ocean storms. For most of the year, it sits alone, for trade in the region has almost died. If this were any other town, it would long since have been forgotten, or perhaps even abandoned.

But this is no other village. This is Ashenport. Here, the fish are plentiful. Here, the crops grow and thrive despite the rocky soil. Here, the ocean offers up its riches willingly, like a bashful lover.

And here, now, as the storms roll in and the tide drops to its lowest ebb, the time has come once again for Ashenport to repay that favor. They offer their prayers. They offer their veneration. And they offer the blood and the flesh and the souls of those whom they have lured to their isolated town. For their patron is none other than Father Dagon, Abyssal Prince of the Deep, and in payment for his beneficence, he accepts nothing less.

"The Last Breaths of Ashenport" is an adventure of survival and alien horrors for 6th-level PCs. The adventure is self-contained and can be placed in any setting. "The Last Breaths of Ashenport" draws inspiration from *Fiendish Codex I: Hordes of the Abyss* and "The Demonomicon of Iggwilv: Dagon." It makes use of material from these sources, as well as *Cityscape* (CS), *Lords of Madness* (LoM), *Monster Manual II* (MM2), *Monster Manual V* (MM5), and *Stormwrack* (SW). However, none of these books are required for play, and all necessary information is presented herein.

The adventure is also heavily influenced by the writings of H.P. Lovecraft.

ADVENTURE BACKGROUND

Ashenport should have died almost a generation ago, as did the other towns along this rocky coast. When the local priests could offer the townsfolk no hope, they turned to a darker patron, guided by several of their eldest citizens who remembered older, bloodier ways.

Ever since, the people of Ashenport have dwelt, if not in luxury, then at least in comfort. Fishing, hunting, and farming are easy. Sunken treasures appear regularly in shallow waters. A trade route long fallen into obscurity has begun once again to show traces of life.

But the Prince of the Depths gives nothing for free. Every autumn, at the lowest tide, the dark waters beyond Ashenport sing a terrible song. The sea resounds with Dagon's Call, a mystical summons that compels all who

hear it—save for Dagon's own worshipers—to march into the sea and allow themselves to drown. The souls of the lost go to feed Dagon's ravenous hunger, while their bodies are infused with his essence, mutating into ichthyic horrors.

That time has come again. Travelers, few though they are, converge on the town, attracted by any number of rumors and announcements. The storms move in, ensuring that those on the road must take shelter at Ashenport, and those already present cannot leave. Nothing now remains but for Dagon's cultists to let the sea claim its due.

Nothing, of course, except the presence of a few strangers for whom the townsfolk are unprepared . . .

ADVENTURE SYNOPSIS

The PCs arrive in the midst of a truly horrific storm. After taking shelter in the local inn, they experience Dagon's Call during their first night. Afterward, the town appears to have been abandoned overnight, despite the fact that there's no way to leave. Closer inspection reveals a populace huddled in their homes, hiding a terrible secret, while their leaders have vanished to prepare for some great rite.

When the Call sounds again, in a day made night by the overhanging clouds, the sea reaches out for the PCs directly, in the form of Dagon's fish-men.

Eventually, by questioning or following the remaining townsfolk, the PCs discover the shrine of Dagon, concealed beneath Ashenport's church. Within, they have the opportunity to confront the human leader

OUT OF ORDER

The events of "The Last Breaths of Ashenport" are divided up into four periods across two days. This represents the most likely order in which the events occur, but the intent is not to "railroad" the players. As you already know if you've run the game before, the average party can circumvent the best-laid plans of DMs and game designers in 60 seconds flat. Don't hesitate to run these events out of order or in a shorter time period than allotted. This requires a bit of on-the-fly alteration, but it shouldn't prove difficult. Where necessary, we've provided additional sidebars of advice, offering guidance on how to alter a scene or encounter based on when the PCs reach it.

ALIEN HORRORS AND FAMILIAR FACES

One of the conceits of "The Last Breaths of Ashenport" is that the various creatures the PCs face are truly alien in form. They are fish-men formed from sacrifices to Dagon; slithering horrors from the deepest seas of the Abyss; and ancient creatures the likes of which no living mortal has seen.

Of course, the Dungeons & Dragons game has more than enough strange and twisted monsters to fit the bill, but if you're to truly capture the intended feel of the adventure, it's important to play up the appearance and alien natures of these creatures, rather than to focus on the mechanics. For instance, the fish-men of Dagon are mechanically represented by kuo-toa with the pseudonatural template applied. When describing them, however, don't use either of those terms. In context of the adventure, they're not "pseudonatural kuo-toa"; they're fish-men of Dagon.

It may sound like a minor point, but the proper use—and, just as important, the careful avoidance—of particular terms can go a long way toward making the PCs, and indeed the players, feel like they're truly facing the unknown.

Along similar lines, the use of some metagame techniques can greatly enhance the feel of horror adventures in general, and of an "alien-horror/Lovecraftian" adventure in particular. The easiest element to change for the session is one of lighting. Don't dim the lights to the point where it's difficult to read the sheet in front of you or anything that drastic; just try not to play in a room that's too brightly lit.

More than that, though, this sort of horror is about unfamiliarity as much as it is more visceral fears. Something as mundane as changing up the setup of the furniture, or the order in which the players sit around the table—minor as they might seem—can add a bit to the sense of strangeness.

And of course, music is a popular choice for setting the mood for many games. While spooky or creepy music seems a no-brainer for a horror game, again remember that you're looking for "alien" and "uncomfortable" as much as "scary." Try to pick pieces that are somewhat discordant, perhaps even slightly unpleasant (though not to the point of making it hard to concentrate on the game). I personally have had a great deal of luck with some of the pieces from the soundtrack of Ravenous. While many of the pieces are too obviously steeped in the early years of Americana, some of the others are both spooky and truly disturbing in their use of dissonance.

All this said, of course, remember that no amount of metagame tools are as effective at setting the mood as a DM who's into what he's doing. These suggestions are provided to help enhance your efforts at atmosphere, but they're minor aids at best; they won't do the job for you.

of the cult, but this is not the end of their travails in Ashenport.

Only at the moment of lowest tide, either guided by cultists or warned by fellow travelers, can the party locate the complex of caves at the rocky shore, wherein the inhuman Voice of Dagon dwells. Only by defeating this alien threat, the true architect of the horrors of Ashenport, can the heroes save themselves and end the threat of Dagon's cult.

ADVENTURE HOOKS

Obviously, the adventure requires that the PCs find their way to Ashenport at more or less the right time. Presented below are several ways you can accomplish this.

Random Chance: Perhaps the easiest way is simply to have the PCs on the road that passes through Ashenport when the terrible storms roll in, forcing them to seek shelter.

Trade Fair: As the time for the sacrifice nears, Ashenport sends word to various communities and merchant guilds, inviting a few travelers to a festival where they will trade fish, local crafts, and treasures salvaged from the sea in exchange for various goods difficult to come by so far from civilization. The PCs might choose to attend on their own volition or, more likely, be asked to attend on behalf of an NPC patron.

Investigation: While the town is quite isolated and the road lightly traveled, it's possible that someone has noticed the pattern of annual disappearances in the area around Ashenport. The PCs may be here specifically to investigate what's been happening.

APPROACHING ASHENPORT

As the PCs approach the town, read or paraphrase the following:

Between the heavy clouds and the endless rain, you might as well be blind. In the occasional flash of lightning, however, as the rain is forced aside by a gust of howling wind, you can just barely make out the road ahead. A veritable river of mud twists and winds through a copse of gnarled trees and along a rocky coastline battered by white-capped swells.

And beyond, visible only by the brightest thunderbolts, stands a town. From what you can see, the buildings are old and patched, and the roofs are shingled peaks. Just another village, it seems, but something about it sets your teeth on edge

and your skin to crawling. But then, perhaps it is just the cold and the rain . . .

ASHENPORT CONDITIONS

The roads leading to and within Ashenport are so sodden that they've all become mud, reducing movement to one-half speed. Once the first night in Ashenport falls, the weather grows even worse, as Dagon's power works to ensure the sacrifices cannot escape. It continues to rain within Ashenport, and the weather beyond the town grows into a terrible thunderstorm.

After characters spend at least 24 hours in town, a DC 15 Knowledge (nature) check reveals that the weather patterns are not natural.

Rain (within Ashenport): Rain reduces visibility ranges by half, resulting in a –4 penalty on Spot and Search checks. The rain automatically extinguishes any unprotected flames, and it has a 50% chance of extinguishing protected flames (such as lanterns). Ranged weapon attacks are at a –4 penalty.

Thunderstorms (outside Ashenport): The combined effects of precipitation and wind reduce visibility ranges by three quarters, imposing a –8 penalty on Spot, Search, and Listen checks. Storms make ranged weapon attacks impossible, except for those using siege weapons, which have a –4 penalty on attack rolls. They automatically extinguish candles, torches, and similar unprotected flames. They cause protected flames, such as those of lanterns, to dance wildly and have a 50% chance to extinguish these lights. Assume one lightning bolt per minute. Each bolt causes electricity damage equal to 1d10 eight-sided dice. The severe winds check any movement by Medium creatures and threaten to knock Small creatures back (*DMG* 95). These effects don't come into play during the adventure itself, but they should encourage the PCs not to abandon Ashenport early.

Illumination: Due to the storm, night and day aren't much different. The PCs will have to provide their own light sources.

A SHROUD OF EVIL

Due to the effects of Dagon's two altars (see areas S10 and C6), all the citizens of Ashenport register as neutral, rather than chaotic evil, to divination spells. (Without such effects, an entire community of demon-worshipers could hardly hope to remain hidden for a generation or more, even isolated as Ashenport is.) This doesn't mean, however, that paladins shouldn't be rewarded for caution, or clerics for preparing the proper spells. Anyone who casts *detect evil* or *detect chaos* receives an unusual result. They can sense the presence of evil or chaos in the spell's area, but no matter how much they concentrate, they cannot pinpoint it. While this isn't enough to give away the townsfolk's deception, it should serve as more than adequate warning that something in Ashenport is not as it should be.

Any character who experiences this effect, and then later sees one of the altars, instantly recognizes the altar as the source of the evil (or chaos) she previously sensed, even if she is not detecting evil at the time.

ASHENPORT OVERVIEW

When the PCs arrive, read or paraphrase the following:

Although still rendered gray and miserable by the constant downpour, the town of Ashenport actually looks better up close than it did from a distance. You can now see that many of the buildings are sturdier than they appeared; a few are even made of quarried stone, rather than wood. Even in the inclement weather, several shops bustle with activity, and the light that gleams through many a window is bright and cheerful. Sporadic people trudge their way along the muddy roads, shoulders hunched against the rain, going about this business or that.

The salty tang of the sea, and the lingering odor of a hundred years of fishing, insinuate themselves around your mouth and nose. Even the torrential rains and winds cannot completely strip the powerful stench from the air.

Anyone whom the PCs approach can tell them that the town still plans to hold its trade fair, but that Alderman Ritter has decided to wait for the weather to clear up. The townsfolk are only too happy to point the PCs toward the Smooth Sailing Inn and Tavern (area 1). "Ain't just the only place in town for a hot meal and a warm bed," the PCs are told, "but the only place in a dozen leagues. Might meet you there later to hoist a tankard or two; gods know I'll not be doing much else 'til the sky stops weepin'."

In fact, every citizen of Ashenport is a member of Dagon's cult, and each citizen is automatically hostile to the PCs and other strangers. However, they put on an act of friendliness, trying to keep the strangers off guard until the sea claims them. Unless stated otherwise, assume that a citizen of Ashenport has a Bluff check of +4. A successful Sense Motive check is enough to tell a suspicious PC that the people here aren't as friendly as they're making themselves out to be, though the check won't tell the PC *why*.

1. THE SMOOTH SAILING INN AND TAVERN

Smooth Sailing is Ashenport's largest tavern, and the town's *only* inn. Any of the townsfolk can direct the party here, and if the PCs want a roof over their heads, this is the only place to find it. The building marked 1A represents the stables, located behind the Smooth Sailing but not technically part of the same structure.

Different styles of architecture suggest the building before you was once two or three separate shops, before someone sealed up the spaces between and knocked down the intervening walls. It now forms the largest structure on the block. Smoke rises from several chimneys, only to vanish into the falling rain. Firelight gleams through several windows, and the sound of conversation—nearly inaudible in the storm—leaks from the doorway. A sign above that door, portraying a ship at full sail on a waveless sea, flaps violently in the wind.

The impression of three buildings joined into one continues once the PCs enter.

Three different patterns of wooden floor, at three slightly different levels, make up the common room. Beyond this single quirk, however, this might as well be any other tavern: a bar stands on one side of the vast chamber, a staircase on the other, with a smattering of chairs and tables scattered throughout. Two fireplaces radiate a comforting warmth throughout the room, and several serving staff whirl about with tankards of ale and plates of smoked fish.

The PCs can get very basic drinks and foodstuffs here for 110% of the prices listed in the *Player's Handbook*.

The Smooth Sailing is bustling, at least in a relative sense, with activity, and contains several people with whom the PCs might interact.

Pioter (CE human expert 2): Pioter is the owner and proprietor of the Smooth Sailing Inn and Tavern. He's a sour-looking fellow, with gaunt, unshaven cheeks and salt-and-pepper hair. Unlike his serving staff, he makes no effort to appear friendly, instead standing gruffly behind the bar and directing any efforts at conversation toward one of his staff.

Sannuel, Relina, and Manelda (CE male, female, and female human commoner 2): The staff of the Smooth Sailing is far friendlier than their boss, or at least they act that way. They're quick to respond to orders and happy to answer questions about the history of the town—minus any reference to Dagon, of course. Sannuel is a dashing rake of a man, and Relina fits the stereotypical image of the buxom blonde barmaid to a T. Manelda is somewhat older, and she gives the impression of having seen it all before.

Guests: Currently, the Smooth Sailing is playing host to almost two dozen guests (plus the PCs), and is full nearly to capacity. These guests include the following:

- Terza (LG female half-elf aristocrat 2), an emissary for the Goldleaf Trading Consortium in the city of Four Winds. Terza is a dark-haired, graceful woman. She'd be a perfect beauty if her left eye wasn't an ugly white, obscured by a cataract. She boasts a tattoo of a gold leaf on her left shoulder. The Goldleaf Consortium has no interest in trading for Ashenport's fish or lumber, but they are interested in an exclusive deal to sell the treasures scrounged from the sea.
- Goldleaf guards (LN male and female human warrior 2). They, too, have gold leaf tattoos.
- Matthias Creel (N male human aristocrat 2), an emissary from Surrens, Creel, and Blackwell, based in

the Free City of Greyhawk. He seeks the same goal as Terza, and any interaction between them is coldly polite at best.

- Surrens, Creel, and Blackwell guards (LN and N male and female human warrior 2).
- Jandal Phen (NG male human expert 2). Jandal is a jeweler and sculptor, hoping to sell his services to the folks of Ashenport to restore, reshape, and create duplicates of their various treasures. He's friendly, but somewhat intimidated by his fellow guests, and he is worried that their presence will make his own efforts harder.
- 2 hired bodyguards (N male human warrior 2).

2. THE BOUNTIFUL TIDE GENERAL STORE

If the PCs need to acquire supplies or tools while in Ashenport, the Bountiful Tide is the place to go.

There's little to differentiate this building from the other surrounding shops, save that the walls are meticulously whitewashed (or at least they were meticulous before the heavy rains). Above the door hangs a painting of a beautiful shoreline, with the words "A Bountiful Tide" etched above it in gold paint.

Inside the shop are numerous aisles, with goods divided (very roughly) into categories. For instance, ropes and pitons can be found in the aisle marked "exploring," while rations and salt can be found in "foodstuffs." Everything here costs 110% of the prices listed in the *PH*. The shop sells no weapons or armor.

Lena (CE female human commoner 2): Lena is an old woman, with iron-gray hair and a pronounced limp. She approaches customers with a huge smile, constantly calling them "dear" and "sweetie" and similar terms. If her attitude is improved to indifferent or better, she'll drop her prices to match those in the *Player's Handbook*.

3. BLACKSMITH

If the PCs intended to commission any work from the town blacksmith, they're out of luck.

The anvil, the wall of hammers and tongs, and the heavy furnace clearly mark this shop as that of a blacksmith. You see nobody inside, however, nor any tools or weapons hanging on racks for sale.

In point of fact, Ashenport's blacksmith has spent several weeks in preparation for this time of year, ensuring that the cultists have weapons for dealing with anyone who proves resistant to Dagon's Call. When the PCs arrive, he is out amongst the populace, delivering weapons to those equipped to use them. He has no intention of returning to work until after the low tide.

Any PCs with the appropriate skills (and the willingness to trespass) can make use of his forge.

4. ASH GROVE

Here, in the center of town, a densely thick copse of trees grows, and all of the trees seem to be drooping and weeping in the heavy rains. A full 75 feet across, the grove is far too healthy and far too well tended to be mere chance. Clearly, this grove is something the people of Ashenport take very seriously.

Indeed, if the PCs ask any of the natives about the grove, they learn that it has stood as long as Ashenport itself. The trees almost died a while back, but since then have recovered and thrive as fully as Ashenport itself.

Any PCs who decides to push through to the rough center of the grove may make a DC 22 Search check. If the check succeeds, the character discovers a small sculpture of Ehlonna, now overgrown and defaced with edged weapons.

Any native of Ashenport who can be made at least friendly acknowledges the presence of the sculpture, but claims "It's been almost completely forgotten. I think the damage was done a generation or more back, when the town was suffering and the people needed to vent their frustrations."

The damage was actually done as part of the town's shift to the worship of Dagon, of course, but nobody's going to admit that.

The PCs' first combat in Ashenport occurs here, on the morning after Dagon's first Call. See Part Two: Confusion.

5. THE TOWN HALL

This is the center of government—such as it is—in Ashenport.

This large stone building, one of the tallest in Ashenport, can only be the seat of government. Most of its windows are dark, but lantern light shines through a few, forming peeping eyes in the building's façade and suggests that business continues even in this weather.

While large for Ashenport, this certainly isn't the monolithic governing body that might be found in larger communities. It boasts three stories and several dozen offices, but most are either unused or are occupied by simple clerks recording things like the day's catch as reported by the town's fisherfolk.

If the PCs can talk their way past the clerks to see either the alderman or the sheriff on the first evening, they find Ritter polite but distant, and Kaern rude and belligerent. Both request that, unless the PCs have some sort of emergency, they wait a few days for the rains to cease and the trade fair to start before speaking with the town's officials. If the PCs insist on speaking to Ritter about past disappearances, his voice grows quiet, and he whispers "Yes, we've had problems in our town, but I cannot speak about them here and now. I'll send someone to fetch you tomorrow, and we'll speak more openly." This is a ruse to get the PCs out; Ritter assumes they won't be any problem after they hear Dagon's Call. A DC 14 Sense Motive check reveals that he's not being entirely truthful, but he'll say no more here and now.

Alderman Ritter (NE male human adept 3): Ritter is Ashenport's alderman (essentially the mayor). He is a jovial-seeming man, slightly overweight, with immaculately coifed blond hair.

Sheriff Kaern (NE male human warrior 3): Kaern is the perfect stereotype of the power-hungry small-town sheriff. He's a bully who enjoys throwing his weight around and trying to intimidate outsiders. He stands almost six-and-a-half feet tall, and his bristly brown hair and beard make him look quite bearlike.

Clerks (NE, CN, and CE male and female human expert 2).

6. HOLDING CELLS

This squat building is made of a dull, filthy stone. Only a single heavy door provides ingress, and all the windows boast rusty iron bars. Although it has largely faded, blurred by many years and the overpowering scents of ocean, rain, and fish, the tang of human misery still clings to the small structure.

There's not much crime in Ashenport, particularly since the entire town converted to a single faith, but these cells remain from the days where things were not so peaceful.

This building is nothing more than a single open "office," behind which runs a hall with half a dozen cells. One guard is on duty here at all times, increased to four when any of the cells are occupied.

1 or 4 prison guards (CE male and female human warrior 3).

There's little chance the PCs will bother with this area, but if they happen to discover it any time after the first dawn, they find it abandoned, and the keys are still in the desk. If they choose to use it as such, it makes a good place to leave any enemies they take alive.

7. THE DOCKS

In better weather, this is the heart and soul of Ashenport's economy.

In the white-capped waves whipped up by the stormy winds, it's almost impossible to make out the sequence of small wooden jetties. Over half a dozen of them stretch out along the coast. Several small fishing boats are tied tightly to them, rising and rocking with the waves like drunken winos, threatening to tip completely over.

Other than the occasional fisherman running out to double-check the status of his boat, the docks remain empty.

The coastline slopes upward toward the north, becoming a low cliff-face rather than a beachfront by the time it reaches area 12.

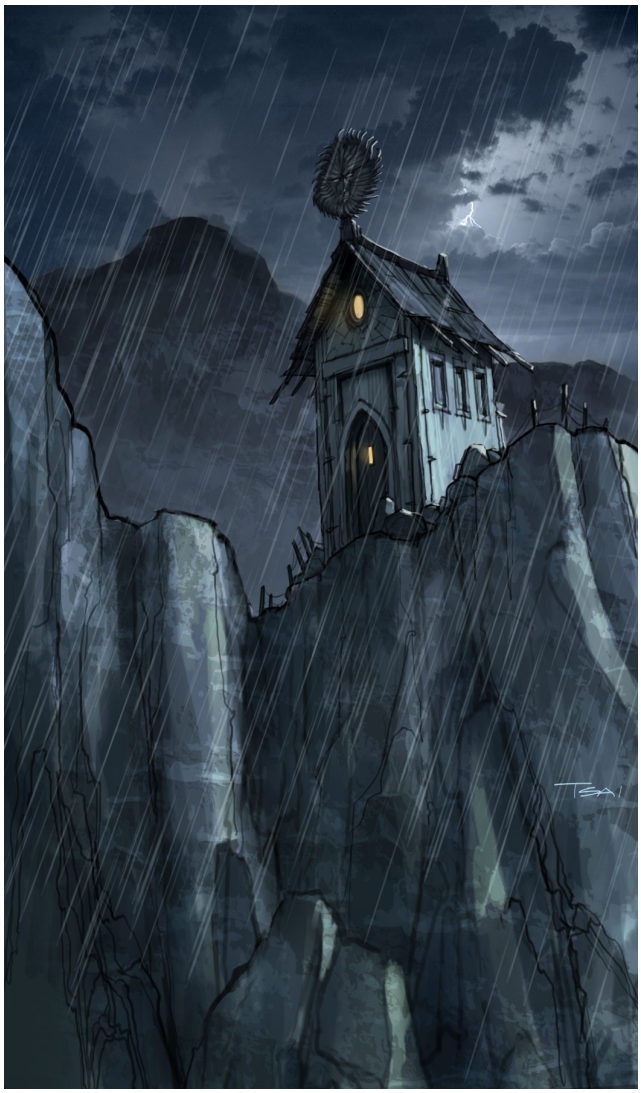
8. TANNERY

As might be imagined, this is where Ashenport's citizens bring hides and skins to be tanned and worked into leather goods.

Even in the heavy rains and winds, the stench of tanning chemicals and dyes lingers heavy on the air, causing stomachs to turn and eyes to water.

As with many other shops, the tannery is shut down for the duration of the storm (and the sacrifice). However, once the PCs determine the nature of the shop, allow DC 15 Knowledge (nature) or Survival checks. Those who succeed realize that, when it's not storming and the winds are weaker, the stench of the tannery almost certainly encompasses the Smooth Sailing Inn and Tavern. That makes the positioning of the inn a poor business choice, as it would drive business away during other times of the year.

The truth is that when they're not busy sacrificing passersby to Dagon, the folk of Ashenport don't *want* strangers lingering about.



9. THE MILL

While the gain mill is shut down due to the weather, it's not entirely abandoned.

This old wooden building contains little more than a heavy and ponderous grindstone and other milling equipment. Although you cannot initially see what power turns the stone, you can eventually hear the running of a small underground stream, barely audible over the rain.

Not all the cultists of Dagon are as patient as others. A small band has gathered together, prepared to take direct action against anyone who escapes the first Call. This group consists of two thuggish cultists and two mystic cultists. These NPCs attack the PCs on day two (see Part Two: Confusion, page 12, and the encounter "Ambush in Ashenport" on page 22).

When the PCs arrive in town, the four cultists are holed up here, discussing strategy and preparing weapons. If for some reason the PCs explore the mill this early, the cultists scatter, but if the PCs prove hostile or unwilling to let them leave, they attack. If this happens, run "Ambush in Ashenport," but place the combat in a large room with an obstacle (grindstone) in the middle, rather than around Ash Grove.

If the PCs explore the mill any time after the first dawn, it's empty save for a few sleeping bags and bits of refuse.

10. HOME OF ALDERMAN RITTER

The finest house in all Ashenport is, unsurprisingly, inhabited by its highest citizen.

A structure nearly as tall as the town hall, though not nearly so broad, boasts several peaked roofs and a number of gleaming windows. The entire property is surrounded by a wrought-iron fence.

Alderman Ritter lives here, along with his wife, a butler, and several full-time guards.

Alderman Ritter (NE male human adept 3): See area 5: The Town Hall.

The Lady Ritter (CE female human aristocrat 2): Lady Ritter is a middle-aged woman with golden blonde hair. She is a perfect hostess, but prefers to let her husband do the talking.

Ronguel (NE male human expert 2): Ronguel is the Ritter family butler, and he has been since before the current head of household was born.

4 household guards (NE, CN, or CE male or female warrior 3).

11. GLEAMING DAWN CHURCH

The ancestral center of worship for Ashenport is still serving the community, but its focus has changed dramatically. The building marked 11A is the home of the church's official high priest—currently Mother Sharallan—while 11B is the Ashenport cemetery. A DC 25 Search check reveals that the cemetery hasn't been used in many years. This is because all of Ashenport's dead are now given to the sea, and thus to Dagon.

Atop a high, rocky hill on the northwest side of town stands what is obviously a church. Constructed of heavy wood, it appears to have once been coated in a bright whitewash that has since largely peeled away. The great holy symbol atop the short steeple seems almost to be bleeding as it sheds the rain.

FLEEING ASHENPORT

As written, the hazards and difficulties of the storm should be enough to keep everyone around—including the PCs—until the adventure is concluded, one way or the other. (And one would also hope that most players would prefer to have their characters get to the bottom of things, since running away from adventure doesn't tend to make for an interesting session of D&D.)

Nevertheless, some players may be determined to make every effort to escape the town, despite the storm. This might be pure selfishness, or they might be convinced by an NPC (likely Matthias) that it's worth the risk. If so, and if you don't mind being somewhat heavy-handed as a DM, feel free to have them encounter things in the wild, creatures of Dagon at least as deadly as those they must face in Ashenport. The encounter "Out in the Wild" (page 43) is provided for just this purpose.

The hill is steep, requiring a DC 8 Climb check to traverse. The stairs carved into the stone, of course, make this much easier.

The interior of the church is fairly typical.

You find yourselves within a long chamber, its vaulted ceilings making it appear far more cavernous than it truly is. On the far end, a raised dais boasts a heavy altar, draped in cloth embroidered with a smattering of holy icons, and supporting several chalices, incense burners, and candelabras. Rows of wooden pews, made rough and rickety by years of use, face the altar. Several stained glass windows—probably worth more than the rest of the building combined—sit high in the walls. The occasional flash of lightning sends multi-hued patterns dancing and wriggling obscenely across the floor.

The symbols on the cloth include the signs of Pelor and Ehlonna.

A DC 15 Knowledge (religion) check suggests that something is just a bit off. All the proper trappings, tools, and symbols are present, but they don't appear to have been used recently.

One of the pews in the right rear of the church is counterbalanced to swing up, revealing a staircase leading down into the shrine (see Part Three: Veneration). It normally requires a DC 25 Search check to find this hidden passage.

Mother Sharallan (CE female human adept 6; see "The Pool" on page 28): Sharallan is a tall woman, so gaunt as to appear almost starving. She has thinning brown hair and a perpetual frown. She seems to view everyone, friend and stranger, as a nuisance to be tolerated, but her voice is kinder than her expression.

If the PCs visit the church on their first evening in town, Sharallan appears. Her initial reaction is to ask them to leave, as she's preparing for an important rite "beseeching the gods' grace on our town and the coming gathering." She's willing to let them stay to pray if they want, but she insists on keeping an eye on them. If the PCs ask why the religious paraphernalia seems ill-used, she claims that few of Ashenport's citizens have been to church lately, due to the weather and preparations for the trade fair. A DC 15 Sense Motive check reveals the falsehood, but if she is accused of lying, she insists the PCs leave immediately. If they refuse, she calls for her helpers—see the encounter "The Pool," replacing Ritter with another mystic cultist. Run that encounter here, but replace that map with a room filled with pews and a raised dais on one side. The PCs may find it odd (if they battle Sharallan on the first night) that nobody attempts to arrest them. This is because the cultists still hope the Call will take them.

After the first dawn, the church seems abandoned until the events of Part Three: Veneration.

12. THE COASTAL CAVES

Until the lowest tide, this is simply a short (roughly 25-foot) cliff-face down to the ocean. See Part Four: Confrontation for what happens when the caves are exposed.

PART ONE: ARRIVAL

(Afternoon through Late Night)

The storm is pounding and the roads have turned to mud. With the possible exception of a stray townsperson, nobody braves the elements to greet the PCs. While they might explore the town a bit, they almost certainly wind up at the Smooth Sailing Inn and Tavern eventually.

Once there, the staff greets them jovially enough, and the PCs (and players) can spend a few moments in conversation with Terza, Matthias, Jandal, and the others. While the weather is miserable, nothing *obviously* untoward occurs until after midnight.

DAGON'S CALL, FIRST NIGHT

Roughly 2 hours before dawn, regardless of whether the PCs are awake or asleep, read or paraphrase the following.

Slowly, gradually, a new sound penetrates the pounding of the rain and the howling of the winds. Barely audible at first, it resolves itself into an alien, high-pitched keening. It resounds with loss, with sadness—the lament of a mother who has lost her children or of the sailor stranded far from home. It echoes from over the waves and grows ever louder until the storm has receded into the background. It fills your ears, insinuates itself through your mind and your soul, until you can think and dream of almost nothing else.

It is not beautiful. It is not comforting. And yet you find yourself overcome with an almost irresistible urge to follow.

At this point, everyone in Ashenport who is not a worshiper of Dagon must attempt a DC 13 Will save. Those who fail are compelled to move toward the sea immediately by the most direct route. They move at a standard walking pace, but do not deviate, and they can overcome obstacles in their way (such as doors). They do not fight to defend themselves, but simply attempt to move around any foes to reach the ocean. Once there, they walk into the thrashing tide and allow themselves to drown. (Assume that, between rising from their bed, leaving their rooms, and finding their way through the streets at a steady pace, it takes 1d4+4 minutes for any given individual to travel from the Smooth Sailing to a watery death.)

Anyone who takes damage is entitled to a new save to throw off Dagon's Call and defend themselves. The Call ends 10 minutes after it begins, fading as gradually as it appeared. Once someone successfully saves, she is immune to that Call, but not future ones. (Dagon's Call is a mind-affecting compulsion.)

Obviously, the players roll their own saving throws, but what of the NPCs? You can roll all nineteen saves, but this can be time-consuming. If you'd rather go with a more narrative-based approach, simply assume that, on this first night, half of the warriors succumb to Dagon's Call, but that Matthias, Terza, and Jandal successfully save.

Precisely what happens next depends on the actions of the PCs. Thankfully, the Call wakes even those who successfully save, so they are in a position to stop others from drowning themselves. Presumably, the PCs first focus on saving any of their fellow party members who succumbed, but they're (hopefully) decent enough to also stop some of the guards, even though it's unlikely they can save all of them. PCs have several options for stopping those intent on drowning themselves, from holding them in place (via grappling or spells such as *hold person* or *entangle*), to incapacitating them (via nonlethal damage or spells such as *sleep*), to simply hitting them until they snap out of it. Terza and Jandal, and those guards who did not succumb, take similar steps to save their own companions, but Matthias remains hidden in his room.

If you don't wish to roll the fate of each and every guard who has succumbed to the Call, assume that half of those who succumbed, and whom the PCs did not themselves save, succeed in drowning themselves, while the others are stopped.

Once the Call ceases, the surviving visitors to Ashenport are in a panic and may turn to the PCs for guidance.

Troubleshooting: Although unlikely, it's just possible that all the PCs fail their saves. If this happens, Terza or one of her guards attempts to stop them from leaving the inn, hopefully snapping one or more of them out of it in time to save the others.

Ad Hoc Experience: For each NPC the PCs actively save from drowning, award experience as though they'd overcome a CR 1 encounter.

PART TWO: CONFUSION

(Pre-Dawn through Afternoon)
As the sun rises on day two, read or paraphrase the following.

Behind the constant rains and stone-thick clouds, the lightening of the sky is all but imperceptible. Still, dawn has come, and Ashenport should be rising as well.

It is not. Even as the first few moments of morning creep past, the town remains utterly still. No doors slam, no shopkeepers huddle against the rain as they rush to start the new day's business. Other than yourselves and your fellow outsiders, not a soul stirs. The only signs of life are a few large gulls, undaunted by the rains, that perch among the town's roofs, like flies converging on a bloating corpse.

Despite the fact that there should be no way of leaving, due to the storm, the town appears empty. Nobody walks the streets, none of the tavern staff are present, and nobody answers the doors at town hall.

The other guests of the Smooth Sailing are only too happy to tell the PCs exactly what they experienced. They're frightened and are looking for anyone and everything to protect them. Terza offers the PCs 1,500 gp if they will ensure her safety and that of her people, plus find out what's going on. Jandal throws in 500 gp of his own. Matthias insists that the PCs protect him as well, but offers no coin.

A CLOSER LOOK

If the PCs spend at least an hour searching the town, allow each a DC 25 Search or Spot check. Those who succeed realize that Ashenport is not so abandoned as it appears. While the official structures and shops are indeed empty, most of the private homes show traces of life: a brief flicker of candlelight behind a waving curtain, moving shadows through the slats in the shutters, that sort of thing.

Should the PCs confront any of these folks, the citizens claim that the strange sound of the previous night has happened before, and they are hiding themselves away until they're sure it's safe. A successful DC 12 Sense Motive check reveals that the speaker is being deceptive. If the PCs can intimidate them successfully, or magically compel them to cooperate, they can gain further information.

Attitude	Response
Hostile or Unfriendly	The locals refuse outright to speak to the PCs any further.
Indifferent	The locals admit that their leaders have likely gone to prepare for some religious rite that the townsfolk practice once a year. They claim that this rite is meant to protect them from the call of the sea.
Friendly	As "indifferent," but the local also admits that there's to be a gathering at the church this coming evening as part of the rite.
Helpful	As friendly. Additionally, with this level of success, the individual admits that the rite is dedicated to none other than Father Dagon. They also admit that the actual ceremony is in a hidden shrine under the church.

If you like, you can have several of the citizens fight rather than cooperate (as zealots are wont to do). Use the stats for thuggish cultists, as presented in the encounter "Ambush in Ashenport" (page 22).

AMBUSH AT THE GROVE (EL 6)

The first time the PCs pass near Ash Grove (area 4) on this first morning, they are attacked by a small cadre of fanatical cultists too impatient to wait and see if the strangers will succumb to the next Call.

Tactical Encounter: Ambush in Ashenport (page 22).

The PCs might question the cultists (or, using magic, their bodies). If they can be intimidated or magically compelled into cooperating, the cultists can provide the same information as the citizens, presented above. In addition, if made friendly or helpful, they admit that they sought to kill the PCs because they not only withstood Dagon's Call, but also (presumably) stopped others from sacrificing themselves.

DAGON'S CALL, FIRST DAY (EL 7)

Dagon's Call sounds again roughly 2 hours after a noon that remains as dark as night. The Call has the same mechanics, and the same results, as the first night.

If you again do not wish to roll for each of the NPCs in the Smooth Sailing, assume that half the remaining guards, and one of the others—either Terza, Matthias, or Jandal—succumbs.

This time, however, Dagon's followers aren't content to leave things to chance. The PCs are making a nuisance of themselves. Even as the Call sounds and the PCs go about trying to save any of their companions (or anyone

else) who succumbed, the sea reaches out for them in the form of several truly horrific, shambling creatures.

Tactical Encounter: The Sea's Long Reach (page 24).

Most of the NPCs simply retreat in fear, but if you'd like, you can have Terza's and Matthias's guards participate in the battle. Just add in another few fish-men to make up for it.

WHO'S THAT CREEPING 'ROUND MY DOOR?

If and when the PCs return to the Smooth Sailing after Dagon's second Call, grant each of them a DC 15 Listen or Spot check (but remember to account for the penalties due to the rain). Those who succeed notice that the rear door to the tavern is open, or hear activity in the kitchen. While this could be any of the guests rooting around for a snack, that seems unlikely immediately after Dagon's Call, and those who make the Listen check recognize the sound of someone trying to be stealthy.

If the PCs enter the kitchen, they find Pioter dosing the food and drink with a foul, ichorlike liquid. Pioter flees if possible, but if cornered or captured, drops to his knees and begs for his life.

From Pioter, the PCs can gain the same information as provided by the townsfolk, above. In addition, if made at least friendly, Pioter admits that he was trying to drug the food to make the outsiders more susceptible to Dagon's Call. Because he runs the inn, the rest of the cult sees the guests as his responsibility, and he's frightened by the fact that so many have resisted the Call. (The drug is a unique poison that works only via ingestion, DC 15, 1d4 Wis/1d4 Wis. It goes bad within 6 hours if not used.) In addition, Pioter identifies both Alderman Ritter and Mother Sharallan as high-ranking members of the cult.

OUT OF ORDER: YOU'RE GOING WHERE?

So what happens if the PCs don't go back to the inn right after Dagon's second Call? It's assumed that they do, if only to return any of the NPCs they've saved, but they could certainly have other ideas.

If so, you have two options. One, move Pioter's poisoning attempt to later in the day, when the PCs are present. This is the simplest solution, but it may strain credibility a bit. After all, if he were going to break in, why wouldn't he do it when everyone else was distracted by the Call?

Two, you can have the PCs discover some of the NPCs acting unusual, and let them determine (via magic or skills such as Heal) that they're drugged. Once this is done, they can track the poisoner from the back door of the tavern to Pioter's house. (The rains are heavy and the day overcast, but the tracks are still relatively fresh, and the mud soft, so the DC is only 10, +1 for every additional hour that has passed.)

And if worse comes to worst: So the PCs don't get to question Pioter. They have plenty of other opportunities to learn what they need to know.

PART THREE: VENERATION

(Late Afternoon through Pre-Dawn)

The PCs have had several opportunities to learn of the gathering to be held that evening in the Gleaming Dawn Church. If the PCs have failed to discover this, however, grant them DC 15 Spot checks come evening, as long as they are outside. Success indicates that, through the downpour, they spot a small group of people converging from various streets at the base of the hill and mounting the steps toward the church.

And should even that fail, have Terza or one of the guards tell the PCs that they've seen people converging on the church. If you have to do this, though, it means the PCs have missed every opportunity to discover the importance of the church on their own. (What have they been *doing*, anyway?)

If the PCs figure out for themselves that they need to go to the church, rather than having Terza or one of her guards point the way, award them a story award as though they'd overcome a CR 2 encounter.

Oddly enough, once the PCs brave the wind and the slick steps up the hillside (feel free to call for a few DC 10 Balance checks if you're really feeling mean), they find the church empty. The candelabra on the altar is burning, so someone was here, but where are they now?

As described in the area description for 11: The Gleaming Dawn Church, a secret door beneath a pivoting pew provides access to the underground shrine. This normally requires a DC 25 Search check to find, but grant the PCs the following circumstance modifiers. (Unlike most circumstance modifiers, these stack.)

- If the PCs already know the secret door exists, perhaps from interrogating townsfolk, they gain a +2 on their check.
- If the PCs followed someone here, the pew hasn't quite clicked back into position yet. They gain another +2 on their check.

OUT OF ORDER: AN EARLY ARRIVAL

Don't panic if the PCs find the hidden secret door beneath the pew earlier than they're supposed to. You can still run the shrine almost entirely as written. Simply ignore any references to groups of worshipers (they haven't arrived yet). You might also consider locating Althanis and his fish-men attendants (see areas S9 and S10) in the high priest's quarters (area S7) instead. You can still run the combat mostly as presented just by altering the environmental hazards.

When the pew slides aside, it reveals a spiral staircase leading down to area S1.

DAGON'S HIDDEN SHRINE

The hidden shrine to Dagon is small, but dangerous. The following features are common throughout the shrine unless stated otherwise.

Ceilings: Between 8 and 10 feet high. Ceilings, walls, and floors are worked stone.

Door, Strong Wooden: 2 inches thick; AC 6; hardness 5; hp 20; break DC 25 (locked). Doors are unlocked unless noted otherwise; those that are locked require a DC 20 Open Lock.

Door, Secret (Stone): 4 inches thick; AC 8; hardness 8; hp 60; DC 26 (locked); Search DC 20. All secret doors require a DC 23 Open Lock or a DC 20 Disable Device to open, unless noted otherwise.

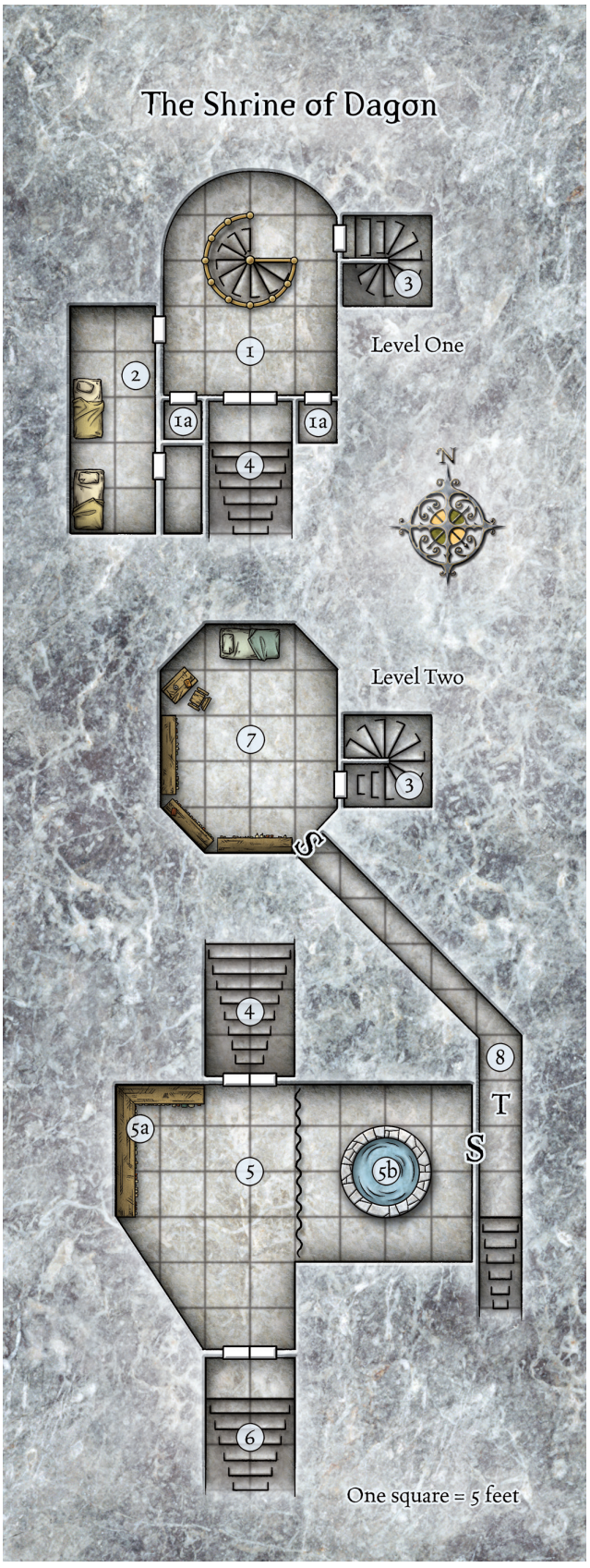
Illumination: Characters (and worshipers) must provide their own illumination.

S1. The Entry Hall

The stairs creak and shift beneath your feet, almost as though they were grunting in pain. The chamber into which the stairs descend is rounded on one side. Two doors provide egress to your right and left. Ahead of you, a large double door stands between two much smaller ones.

All of the walls are etched with images of horrific creatures of the deep, from mighty serpents to great krakens. Their eyes seem to glare at you in hatred.

The door to area 3 is locked; the others are not. The two rooms labeled 1A are cloakrooms, where worshipers don ceremonial garb. Unfortunately, though several remain, these simple cloaks fail to cover either the face or much of the body, and thus they are useless as disguises.



S2. Bedroom

This chamber is empty but for a pair of unmade bunks, each with a small footlocker beneath it. The sheets are yellowed from long use, and acrid with the sweat of sleeping men with evil dreams.

When preparing for rites, some of the cult's adepts sleep here, rather than returning to their homes each night. The footlockers hold only changes of clothes. The room off to the right is a closet full of blankets, pillows, spare cloaks, and a shelf with various unholy treatises on Dagon, worth about 200 gp to a collector or religious scholar.

S3. The Spiral Stair

Whereas the stair from the church was iron, this spiral was carved from the living rock itself. It leads down into the depths, to the gods know where, and your footsteps seem to echo into infinity.

The door leading to area 7 is locked.

S4. Downward (EL 5)

If the PCs listen at the door, those who succeed on a DC 20 Listen check recognize that someone or something lurks beyond. Otherwise, they are surprised when the encounter begins.

The great double door creaks open, revealing a long straight stair.

If the PCs have at least 45 feet of illumination, add the following.

You think you can just make out another double door, almost identical to the one you've just opened, at the base of the stair.

As soon as one door is fully open (perhaps before you've even read the above description), the fish-men attack.

Tactical Encounter: Beyond the Door (page 26).

If a fish-man successfully flees to area 5, the door at the base of the stairs is locked. Otherwise it is not.

S5. The Pool

You can see only half of the chamber, due to a heavy black curtain that hangs across the room, waving slightly despite the lack of any breeze. To your right, a pair of bookcases creak beneath the weight of ancient tomes of cracked leather and yellowing pages.

Once the PCs can see the other half of the room, read or paraphrase the following.

The chamber's hidden half is an almost perfect square, with a large stone pool precisely in the center. The rim of the font is carved with repeating images of sea serpents devouring whole ships, and the water—despite the fact that it cannot be but a few feet deep—is an impenetrable black.

The water in the pool is normal (albeit somewhat stagnant and stale). It appears black because the inside of the pool is painted in that color.

The two cultists attack immediately, since they do not recognize the PCs as fellow worshipers.

Tactical Encounter: The Pool (page 28).

If the PCs have met Alderman Ritter before, they certainly recognize him during or after the battle. This doubtless goes a long way to prove that the cult of Dagon is prevalent throughout Ashenport.

The PCs may wish to question any survivors (or their corpses). If they do so, they can learn that the entire town belongs to the cult, and that all the citizens are members. They can also learn, if they can intimidate Ritter or Sharallan into a friendly or helpful attitude, or magically compel cooperation, about the caves located

at area 12 on the Ashenport map, and that they're only accessible for a few hours around the lowest tide.

Treasure: While the books are mildly informative, particularly on the topic of demons, the entire collection is, despite its age, worth only about 100 gp. Shoved between two of the books is a divine scroll containing the spells *contagion*, *quench*, and *water breathing*.

S6. Even Farther Downward

These stairs are identical to S4, but without the lurking fish-men.

S7. The Abode of Evil

Something is subtly off-putting about this chamber. Perhaps it is the contents: a bed, a writing desk, and a trio of bookcases. The books smell uncomfortably of mold and old parchment, the sheets of the bed are stained with a yellow-gray slick of slime, and the chair by the desk has the mark of claws or spines in the armrests.

Perhaps it is the shape of the room itself: octagonal, yet somehow uneven, as though it was carved without care or measurement.

And perhaps it is none of these things, but instead it is the faint aura of depravity that clings to the chamber like a morning mist.

These are the living quarters of Althanis, high priest of Dagon's cult in Ashenport, servant of the Voice of Dagon (see area C6).

Unless the PCs have breached the shrine earlier than anticipated and you've decided that Althanis is here rather than at the altar, no encounter takes place in this room.

Treasure: A DC 15 Appraise or Knowledge (the planes) check reveals that several of the old books on the bookcases are truly ancient treatises on demons and demonology. These include *Daemons and Their Ilk* by Ardan Fein, Baloquist's *Abyssal Numerology and Symbolism as Applied to Mortal Conjurations*, and even an abridged translation of Iggwilv's *Demonomicon*. These three books are worth roughly 500 gp each in the right market.

S8. Behind the Walls

The corridor stretches before you, leading to yet another staircase. Footsteps, speech, and even breathing echoes strangely in this passage, returning to you twisted and distorted.

Perhaps the warping of the echoes is due to the intricate carvings? Walls, ceiling, and floor are covered with more images of marine creatures. Immense claws snap humans

in half, while tentacles the size of redwoods wrap themselves about shattered galleons. Winding through the center of it all, along the floor, is a series of impossibly long serpents, with heads on both ends, each biting the throat of the next. So real are many of the images, you can practically smell the salty tang of the sea.

From this side, the secret doors are not hidden and require no roll to find, but they still require the relevant rolls to open.

This hidden passage is both a means for the high priest to access the altar from his own chambers, and an escape route for the faithful should something go wrong. (In fact, depending on when the PCs discover this passage, it might currently be used for just that purpose. See area S9.)

At a point along the hall (marked T on the map), the passage is trapped. The worshipers all know how to avoid the trap by paying close attention to the carvings on the floor.

Poisoned Blade Trap: CR 6; mechanical; timed trigger; automatic reset; hidden lock bypass (Search DC 25, Open Lock DC 30); Atk +10 melee (1d4+4/19–20 plus poison, dagger); poison (purple worm poison, DC 24 Fortitude save resists, 1d6 Str/2d6 Str); multiple targets

(one target in each of three preselected 5-foot squares); Search DC 20; Disable Device DC 20.

Everyone in the marked square, and in both adjacent squares, is targeted by the trap. The various sea creatures on the walls appear to suddenly flick their tongues at the PCs; it is these that form the blades of the trap.

In addition to the effects listed above, the trap causes an immensely loud bell to sound, warning that someone is in the hidden passage.

S9. The Inner Sanctuary (EL 8)

You have entered a perfectly square chamber, which is empty save for several rows of kneeling cloths on which are embroidered huge, gaping, ichthyic maws. The ceiling rises nearly 30 feet above you. On the opposite side of the room, a narrow stair leads to a higher platform. You cannot see much of what's up there, save for two statues that appear to represent masses of intertwined tentacles and eel-like visages, and a huge altar of black stone from which rises a sculpted serpent, glaring toward the left. You think, but cannot be certain, that someone may be moving about behind that altar.

The description assumes that Althanis has evacuated the worshipers through the secret door into area 8. The sounds of combat in area 5 (and possibly a fish-man fleeing from area 4) have alerted Althanis to the presence of intruders. If, however, the PCs did not allow the fish-man in area 4 to escape, and if they've magically silenced the combat in area 5, they might catch the worshipers by surprise. If so, chamber 9 contains roughly a dozen kneeling worshipers, some of whom the PCs might recognize from town. (This includes Lena from the Bountiful Tide General Store, and any remaining staff from the Smooth Sailing.) These worshipers are not combatants (assume a combination of 1st- and 2nd-level commoners and experts), and if the PCs burst in, they attempt to flee, either moving around the party or up the stairs toward the secret door. The PCs may try to stop them, or not, as they choose.

If the PCs did not silence the fight in area 5, but enter area 9 within 3 minutes of the start of combat in that room, they catch the worshipers on their way through the secret door. Thus, they need not search to find it later.

Finally, if the PCs enter via the secret door, the congregants flee (or have already fled, if the PCs triggered the trap) via the main door instead. In any case, if any worshipers are present, assume that it takes them 2d4 rounds to flee if the PCs do not try to stop them.

A PC who succeeds on a DC 22 Spot check (made so difficult due to both cover and the height difference between chambers) spots Althanis behind the altar. Four rounds after they enter, as soon as they set foot upon the stairs, or as soon as it becomes clear he has been spotted, Althanis speaks to them from above.

"My friends, please." The voice is that of an old man, old yet firm. It comes from above, from beyond the altar. Now that your attention has been drawn to him, you can indeed see an elder fellow, his gray hair long and stringy, standing by the basalt block. "There is no need for further violence. Join us. Pledge yourself to the Father of the Deep, and be greatly rewarded. Gold, jewels, and great magics can all be yours, as can forgiveness for those of the flock you have already slain. For Father Dagon is ever accepting."

The adventure assumes that the PCs refuse this "generous" offer, but they may attempt to bluff Althanis, pretending to acquiesce. However, if the PCs accept his offer, he demands that they shed their weapons and abase themselves before the altar of Dagon, so at best, a good bluff may get them close to him before combat erupts.

COMBAT AND WATER

This fight, and several encounters within the caverns, is waged partly on land, and partly in the water. For convenience, the most relevant rules are presented here.

Attacks from Land: Characters swimming, floating, or treading water on the surface, or wading in water at least chest deep, have improved cover (+8 bonus to AC, +4 bonus on Reflex saves) from opponents on land. Landbound opponents who have freedom of movement effects ignore this cover when making melee attacks against targets in the water. A completely submerged creature has total cover against opponents on land unless those opponents have freedom of movement effects. Magical effects are unaffected except for those that require attack rolls (which are treated like any other effects) and fire effects.

Fire: Nonmagical fire (including alchemist's fire) does not burn underwater. Spells or spell-like effects with the fire descriptor are ineffective underwater unless the caster makes a Spellcraft check (DC 20 + spell level). If the check succeeds, the spell creates a bubble of steam instead of its usual fiery effect, but otherwise the spell works as described. A supernatural fire effect is ineffective underwater unless its description states otherwise. The surface of a body of water blocks line of effect for any fire spell. If the caster has made a Spellcraft check to make the fire spell usable underwater, the surface still blocks the spell's line of effect.

If the PCs attempt to mount the steps without agreeing to Althanis's proposal, combat begins.

Tactical Encounter: The Altar of Dagon (page 30).

Questioning Althanis, or his corpse, can reveal the same information as questioning Sharallan in area 5.

S10. The Altar of Dagon (EL 8)

As you near the upper level, the contents of the room become clearer. The statues of tendrils seem to writhe of their own accord, though this may be the result of the continual flames that flicker near them. The altar is an enormous chunk of blackness, as though carved from the night sky, and the serpent that rises from it is primordial, vicious, and angry. At the rear of the room, a pool of brackish water suggests bottomless depths.

Unless they've bluffed their way up or entered via the secret door, combat has almost certainly begun by the time the PCs reach this point.

The pool, labeled 10A, leads to an underground network of water-filled caves that eventually opens into the ocean at the base of the hill. It also leads to the pool at 11A.

The altar radiates overwhelming illusion magic. Any worshiper of Dagon who prays over the altar for 1 full hour gains benefits similar to those of the *misdirection* spell. They detect to all forms of magic as neutral, rather than chaotic evil. They also detect as nonmagical, making it difficult for others to determine that their alignments have been concealed. This effect lasts for six days.

Tactical Encounter: The Altar of Dagon (page 30).

When the combat is complete, allow the PCs to make a DC 12 Spot check. Success indicates that they have discovered something truly horrific: One of the fish-men bears a tattoo of a gold leaf, scarcely visible beneath its scales. This horrendous abomination was once one of the Goldleaf guards who so recently sacrificed himself to the ocean! (If the PCs stopped all the guards from drowning themselves to date, omit this detail.)

S11. Meditation Chamber

Like the hallway outside, this chamber is covered on all surfaces with etchings of sea monsters. Here, however, the scent of the ocean is not imaginary, for a pool of brackish water stands in the far side of the room.

Althanis uses this chamber to meditate and to commune with Dagon's aquatic servants in a more private setting than the altar chamber. The pool at 11A connects to 10A, and (eventually) to the ocean.

PART FOUR: CONFRONTATION

(Pre-Dawn Onward)

Even as you emerge from the shrine, any feelings of victory and triumph you may have are cut woefully short. From across the sea, that horrific call sounds yet again. Whatever is happening in this cursed town called Ashenport, it's not over yet.

DAGON'S CALL, SECOND NIGHT

Again, run Dagon's Call as described above. If you don't wish to roll for those at the Smooth Sailing, assume that half the remaining warriors, and all but one of the others (Terza, Matthias, Jandal) succumb. Allow the PCs to deal with them, and any of their own, as they prefer.

The PCs almost certainly need to rest and regain spells. The Smooth Sailing Inn is the most logical place to do so, but if they take reasonable precautions, they may find other safe spots. If they rest much past noon, they may have to deal with yet another Call.

Whatever the case, their only hope of ending this for good is to enter the caves and destroy the true leader of the cult—the alien Voice of Dagon. They might have learned of these caves through questioning the

priests in the shrine. If not, there are two further possibilities.

- If the PCs are out and about any time between morning and noon, a DC 15 Spot check reveals a few of the townsfolk coming from the coast near area 12. If confronted and properly intimidated (friendly attitude or better), they admit that this is the spot from which the fish-men most frequently come, and that they were going to seek guidance.
- If the PCs fail to find it themselves, one of the surviving visitors at the Smooth Sailing may report having seen the townsfolk there, as above.

DOWN THE CLIFFS

Regardless of how they learn of them, the PCs must approach the caves.

Some 25 feet below, the wrathful sea pounds against unyielding stone. Between the two, the territory over which they battle, is a tiny stretch of rocky beach. Every few moments, it vanishes briefly beneath the waves, only to reappear.

Climbing down the cliff-face requires a DC 22 Climb check. Once the party is most of the way down, they are attacked by one of Dagon's most horrible servants.

Tactical Encounter: The Wrath of Dagon (page 33).

THE COASTAL CAVERNS

These caves, filled with water and completely hidden except during this lowest tide, are the true heart of Dagon's cult. The walls are unworked stone, the ceilings anywhere from 8 to 20 feet high. While several caverns are covered in deep water (and are marked as such on the map), the entire cavern is covered in water to a depth of a few inches. This has no mechanical impact (except where noted), but should remind the PCs that this is an alien environment. The PCs must provide their own illumination.

C1. The Earthen Gullet (EL varies)

Seawater flows in a shallow stream down the earthen floor of this cave, leading into the darkened maw of the earth.

The fish-men of Dagon have trapped the entrance to the caverns, as marked on the map. The trap is an early warning system that also pins intruders in place, using an adhesive distilled from various sea creatures.

Adhesive Trap: CR 5; mechanical; location trigger; manual reset; Atk +15 melee (adhesive); multiple targets (can strike all characters in two adjacent specified squares); Search DC 20; Disable Device DC 25.

The trap targets the square marked T, as well as the square immediately to the west. Anyone struck is considered entangled, and stuck in place. As a full-round action, anyone stuck in place can attempt a DC 22 Strength or Escape Artist check to break free. The character can then move, but is still considered entangled for 1d4 rounds.

In addition to these effects, the trap causes a loud crash, alerting the inhabitants of C2 and C4 to the PCs' presence. They then converge, as described in the tactical encounter.

Tactical Encounter: The Killing Caves (page 35).

C2. Resting Cave (EL varies)

This cavernous chamber has blackened walls, suggesting in the dim light that it goes on forever. What at first appears to be some great beast rearing from the darkness, a serpent of sharp angles and hideous spines, swiftly reveals itself to be a large idol standing near the far side of the cave.

Depending on how the PCs dealt with the trap, they may face only a pair of fish-men here, or they may have faced them, and the mouther from C4, already.

Tactical Encounter: The Killing Caves (page 35).

The passageway leading to C3 slopes gradually but consistently downward.

C3. Deep Water (EL 6)

The water rushing past your feet begins to pool ever deeper as the passage winds onward. Finally, the claustrophobic corridor opens into an enormous flooded cavern. It's going to require a bit of fancy footwork to work your way through without plunging into the dark and icy depths.

This cavern is covered in water (dozens of feet deep where water is marked on the map, only 2 feet deep where it is not). The tendrils attack as soon as anyone comes within reach.

Tactical Encounter: Deep Water (page 39).

C4. Madness Made Manifest (EL varies)

The walls, the floor, and the ceiling of this cave are coated in a reflective sheen, as though some great slug had left a trail across them. Even stranger is the stone itself. While every other surface in these caverns appears to be water-carved stone, these surfaces boast strange patterns, unusually marred features, and even twisted curves and protrusions. It less resembles stone, and more a hollow in a large lump of clay, formed into random patterns by a child's fingers.

The patterns in the stone are the result of the gibbering mouther using its acid and ground manipulation abilities to reshape the cave to its liking. The floor in the center slopes steeply downward.

As with the fish-men in C2, the mouther may be encountered here alone, or at C1, depending on circumstances, as described in the tactical encounter.

Tactical Encounter: The Killing Caves (page 35).

C5. The Overlook (EL 10)

This asymmetrical cavern overlooks another, much larger chamber below. In that distant chamber, you can see a sequence of monstrous idols, a great basalt altar much like that beneath the church, and a shallow lagoon, roughly 2 feet deep, that runs beneath the distant wall. A moderate slope leads down from your level to the grotto below.

From here, you can see an older woman, clad in black robes, moving around behind the altar.

Much of what the PCs see is actually illusion. In addition to the illusory wall marked on the C6 map, there are others that may cause great harm to the PCs.

- The "slope" leading to the lower level (C6) is actually a sheer drop of about 10 feet. Anyone trying to traverse the slope falls.
- The "shallow" lagoon is actually many dozens of feet deep. Anyone walking into the waters immediately sinks, and may be attacked by the Voice (see the tactical encounter).
- The "priestess" is a *programmed illusion*. If the PCs attack, call out, or take any action she could reasonably "notice," she appears to wade out into the lagoon and take cover behind the statue emerging from the water. The Voice hopes this will lure one or more of the PCs out into the deep water.

Tactical Encounter: The Call of the Deep (page 41).

C6. The Lair of the Beast (EL 10)

This chamber of horrors becomes much clearer as you progress inward. The two smaller idols are statues of the fish-men you've encountered, and their dark stone forms drip with a thin sheen of oily water. The three larger images are great serpents, emerging from the earth or the water, and foul ichor oozes from their needlelike teeth. The basalt idol, slightly larger than that beneath the church, boasts a rising serpent as well, turned toward the right. It radiates intense cold. The entire chamber smells of rotting fish.

Again, bear in mind the illusory wall and the fact that the water is much deeper than it appears. If the image of the woman hasn't yet retreated behind the statue, she does so now.

The altar radiates overwhelming illusion, necromancy, and transmutation to *detect magic*. It has the same alignment-concealing abilities as the altar at area S10. Furthermore, if a recently drowned corpse is placed upon it, and a worshiper of Dagon then chants an hour's worth of prayers, the body returns to life as one of Dagon's fish-men. Thankfully, it requires only Thankfully, it requires only 25 points of damage (beyond hardness) to snap the serpent from the top, and this destroys the altar's magical abilities.

Combat begins when the PCs have spent 1d4 rounds in area 6, or when one enters the deep water.

Tactical Encounter: The Call of the Deep (page 41).

Treasure: The portion of the cult's wealth that has not yet been distributed or traded for more useful items is stored in the alcove hidden behind the illusion. It consists of a *quiver of Ehlonna*, *horseshoes of speed*, an ivory dolphin statuette worth 500 gp, and 300 gp in various coins.

Ad Hoc Experience: If the PCs destroy the altar, grant them XP as though they'd overcome a CR 2 encounter.

C7. The Waterway

This broad underground passage leads from deep within the lagoon in C6, under the rear wall, and out to sea.

CONCLUDING THE ADVENTURE

The moment the Voice of Dagon is slain, or 2d4 rounds after it escapes, read or paraphrase the following.

From within the water, from beyond the cavern walls, seemingly from beyond the borders of reality itself, you hear it. A hideous shriek, much like the unearthly call you've heard so often since your arrival at Ashenport, but somehow changed. Somehow even worse . . .

It is a cry of rage, of fury unabated. Without pause, without breath, it continues, rises, until you can scarcely hear your own thoughts. On it goes, and on, for minutes on end, until you fear your very sanity must crumble beneath its weight.

And then, just like that, it is gone.

This more vicious sound does not entice the PCs in any way, and it requires them to make no saves. Rather, this last Call was directed, not at the outsiders, but at Dagon's cultists himself. The Prince of the Deep does not take kindly to failure, and his wrath is lethal. The PCs have successfully broken the back of Dagon's cult, but even they may be shocked at the extent of their victory. By the time they return to the surface, there's nobody left in Ashenport at all, except for any remaining survivors among the guests at the Smooth Sailing.

When the PCs return to the shore, read or paraphrase the following:

As though it, too, were a tool of the Prince of the Depths—and perhaps it was—the storm abates even as you watch. The pounding of the rain dies into a fine mist, and the clouds shatter like glass, allowing streams of sunlight to pour between them. And that light illuminates a town truly, finally dead. No sign of life remains at all, no trace of any of the town's demon-enthralled citizens. Nothing except a hundred lines of footprints in the muddy beach, footprints that finally disappear into the tides of the wrathful, raging sea . . .

ABOUT THE AUTHOR

Ari Marmell has been writing RPGs and fiction for many years now, and has over a dozen credits for Wizards of the Coast. He's recently been reading far more H.P. Lovecraft than is probably good for him. Any similarities between Ashenport and a small New England city known as Innsmouth are not even remotely coincidental.

Ambush in Ashenport

Encounter Level 6

SETUP

If the PCs pass through the eastern or southern edges of the square, place the two mystic cultists at the spots marked with a red **M**, and the two thuggish cultists at the spots marked with a red **T**. If the PCs pass to the north or west, use the spots marked green **M** and green **T**, instead. Allow the PCs a DC 10 Spot check. Those who succeed may act in the surprise round.

If any of the PCs succeed in their Spot check, read:

Through the steady downpour, you suddenly spot the shadow of movement around several of the nearby corners!

When the cultists attack, read:

Two men with wild eyes and swords clutched in their fists charge from around corners and out of the mists. Lurking behind them, barely visible, stand two others, unarmored, chanting and gesturing.

2 Mystic Cultists **CR 2**
hp 16 each (3 HD)

Male or female human adept 3
CE Medium outsider (human)
Init +1; **Senses** Listen +4, Spot +4
Languages Common

AC 12, touch 11, flat-footed 11
(+1 Dex, +1 armor)
Fort +2, **Ref** +2, **Will** +5

Speed 30 ft. (6 squares)
Melee morningstar +0 (1d8–1)
Ranged mwk light crossbow +3 (1d8/19–20)
Base Atk +1; **Grp** +0
Adept Spells Prepared (CL 3rd):
1st—*burning hands* (DC 13), *cause fear* (DC 13), *protection from good*
0—*detect magic, ghost sound* (DC 12), *touch of fatigue* (+0 touch, DC 12)

Abilities Str 8, Dex 12, Con 13, Int 10, Wis 15, Cha 14
SQ familiar
Feats Alertness, Improved Initiative, Sudden Silent (*Complete Arcane;* as Silent Spell, but can be applied spontaneously without increasing spell slot, 1/day)
Skills Bluff +4, Concentration +7, Knowledge (religion) +3, Knowledge (the planes) +3, Listen +4, Spellcraft +2, Spot +4
Possessions morningstar, masterwork light crossbow, *bracers of armor +1,* 20 bolts, holy symbol of Dagon

2 Thuggish Cultists **CR 2**
hp 20 each (3 HD)

Male or female human warrior 3
CE Medium humanoid
Init +1; **Senses** Listen –1, Spot –1
Languages Common

AC 16, touch 11, flat-footed 15
(+1 Dex, +4 armor, +1 shield)
Fort +5, **Ref** +2, **Will** +0

Speed 30 ft. (6 squares)
Melee mwk cutlass +7 (1d6+2/18–20) or
Melee mwk dagger +6 (1d4+2/19–20)
Ranged mwk light crossbow +5 (1d8/19–20)
Base Atk +3; **Grp** +5
Atk Options Blind-Fight, Power Attack

Abilities Str 15, Dex 13, Con 14, Int 10, Wis 8, Cha 12
Feats Blind-Fight, Power Attack, Weapon Focus (cutlass)
Skills Bluff +4, Climb +2, Handle Animal +2, Intimidate +4, Jump +3, Knowledge (religion) +1, Ride +2, Swim +0
Possessions masterwork cutlass (treat as scimitar), masterwork dagger, masterwork light crossbow, masterwork light steel shield, masterwork chain shirt, 20 bolts

TACTICS

The thuggish cultists charge and start hacking. The adepts cast *protection from good* on themselves in the first round, unless a PC closes to within 20 feet, at which point they attempt to drive their attackers off with *cause fear.* Once protected with *protection from good,* the mystics move in behind their thuggish brethren and assist with what offensive spells they have.

CONCLUSION

Once two of the cultists are slain and the other two injured, or once three are slain, the survivors attempt to flee or surrender.

Features of the Area

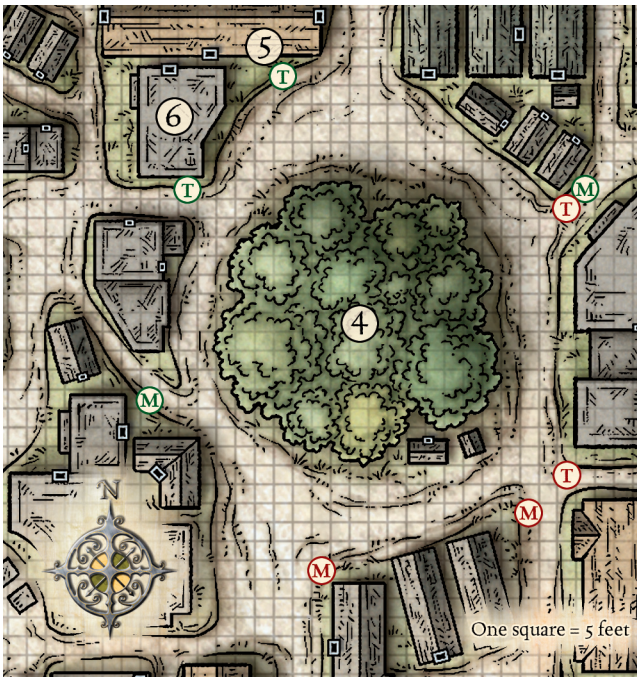
The area has the following features.

Ambient Noise, Rain: –4 on all Listen checks.

Mud: Due to the constant rains, the roads of Ashenport are all mud. It costs 2 squares of movement to enter a square of mud.

Tree, Small: 1 foot thick; AC 4; hardness 5; hp 150; break DC 25; Climb DC 15. The grove is packed with small trees. A creature standing in the same square as a small tree gains a +2 bonus to Armor Class and a +1 bonus on Reflex saves (these bonuses don't stack with bonuses for cover that derive from other sources). The presence of a tree doesn't otherwise affect a creature's fighting space, because it's assumed that the creature is using the tree to its advantage when it can.

Visibility: Rain reduces visibility ranges by half, resulting in a –4 penalty on Spot and Search checks. The rain automatically extinguishes any unprotected flames, and it has a 50% chance of extinguishing protected flames (such as lanterns). Ranged weapon attacks are at a –4 penalty.



The Sea's Long Reach

Encounter Level 7

SETUP

Place the fish-men at either all four spots marked with a red **F**, or all four spots marked with a green **F**, whichever is more tactically advantageous based on the PCs' starting positions. PCs who succeed at a DC 14 Spot check or a DC 17 Listen check (remember the rain-based penalties) may act in the surprise round.

When the PCs spot the fish-men, read:

Shambling toward you come nightmares vomited from the sea itself. Roughly humanoid, they are covered in viscous slime, shifting scales, and fishbelly-white flesh. Their huge eyes never blink; their mouths gape and flex, but no sound emerges as they approach.

4 Fish-Men of Dagon **CR 3**

MM 163, *LoM* 161
hp 16 each (3 HD)

Male or female pseudonatural modified kuo-toa rogue 1
Always CE Medium outsider (aquatic, augmented monstrous humanoid)
Init +0; **Senses** darkvision 60 ft., keen sight; Listen +7, Spot +11
Languages Abyssal, Common, Fish-Man

AC 18, touch 10, flat-footed 18
(+2 shield, +6 natural)
Immune poison, paralysis
Resist acid 5, electricity 10; **SR** 13
Fort +3, **Ref** +5 **Will** +5
Weakness light blindness

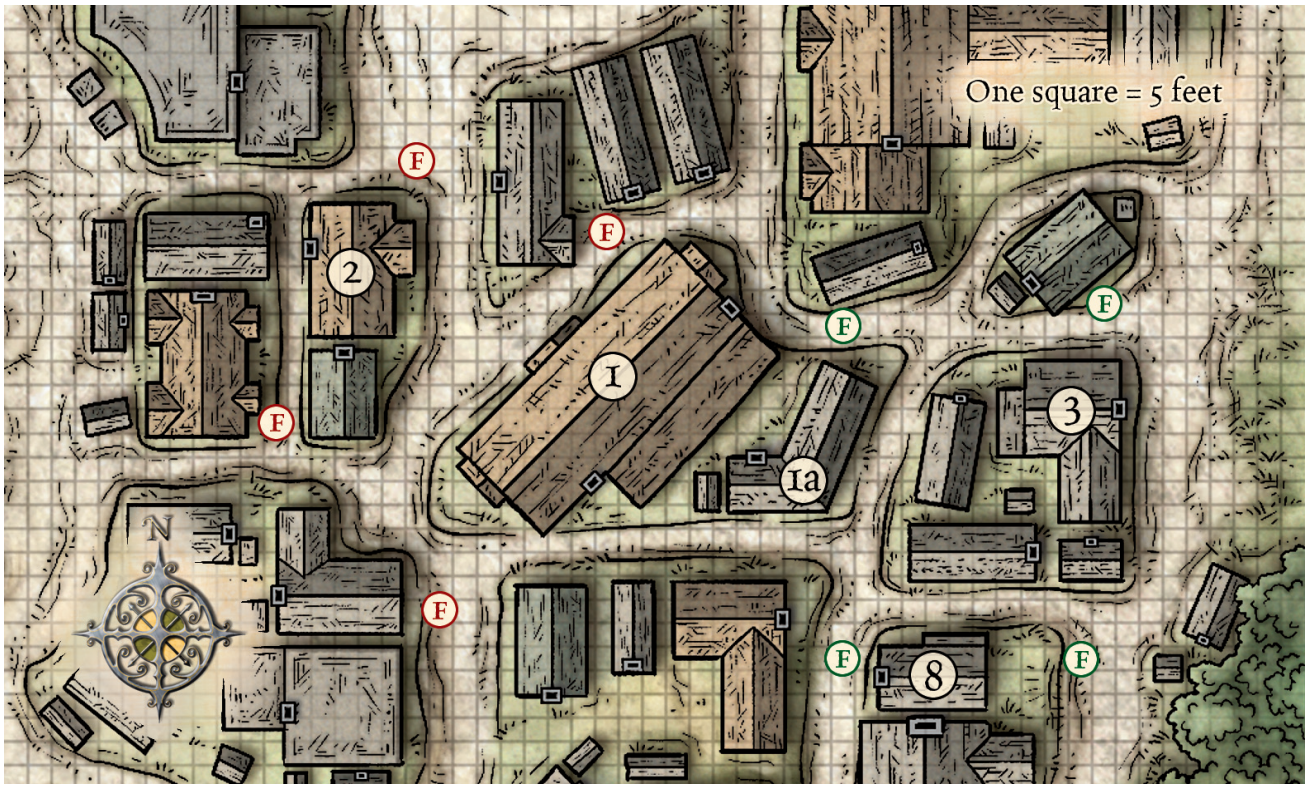
Speed 20 ft. (8 squares), swim 50 ft.
Melee mwk rapier +4 (1d6+1/18–20)
Base Atk +2; **Grp** +3
Atk Options sneak attack +1d6
Special Actions true strike

Abilities Str 13, Dex 10, Con 13, Int 13 Wis 14, Cha 8
SA sneak attack
SQ amphibious, horrid form, sickening ichor, slippery, trapfinding
Feats Ability Focus (sickening ichor)[B], Alertness[B], Great Fortitude, Stealthy
Skills Escape Artist +7, Hide +4, Jump –6, Knowledge (the planes) +5, Listen +7, Move Silently +6, Search +8, Spot +11, Swim +7, Tumble +1
Advancement by character class; **Favored Class** rogue
Possessions masterwork rapier, masterwork heavy steel shield

Keen Sight (Ex) Fish-men can spot a moving object or creature even if it is invisible or ethereal. Only by remaining perfectly still can such objects or creatures avoid their notice.
Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds fish-men for 1 round. On subsequent rounds, they are dazzled while operating in bright light.
True Strike (Su) Once per day, a fish-man can gain a +20 insight bonus on a single attack roll. In addition, it suffers no miss chance against a target that has concealment or total concealment when making this attack.
Horrid Form (Su) Fish-men of Dagon are blatantly unnatural, with fishbelly-white and squamous flesh merged with humanoid skin. Other creatures receive a –1 morale penalty on their attack rolls against a fish-man.
Sickening Ichor (Ex) Anyone who deals piercing or slashing damage to a fish-man with a melee attack receives either a whiff or a splash of the creature's blood. The subject must succeed on a DC 14 Fortitude save or be sickened for 1d4 rounds. (Additional exposure can lengthen the period of sickened, but does not stack with itself to become a more debilitating condition.) A successful save renders the individual immune to that particular fish-man's ichor for 24 hours. The save DC is Constitution based.
Slippery (Ex) All fish-men of Dagon secrete an oily film that makes them difficult to grapple or snare. Webs, magical or otherwise, don't affect them, and they can usually wriggle free from most other forms of confinement.
Skills Fish-men of Dagon have a +8 racial bonus on Escape Artist checks and a +4 racial bonus on Spot and Search checks. A fish-man has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

TACTICS

The fish-men attempt to sneak attack anyone they can reach in the surprise round. After that, they work in



pairs, each of which attempts to flank a foe and focus their sneak attacks until they drop a PC, before moving on to the next.

CONCLUSION

The fish-men fight to the death, even going so far as to commit suicide (treat as a coup de grace) if it seems the only way to avoid capture.

Features of the Area

The area has the following features.

Ambient Noise, Rain: –4 on all Listen checks.

Mud: Due to the constant rains, the roads of Ashenport are all mud. It costs 2 squares of movement to enter a square of mud. The fish-men do not suffer this penalty, due to their wide, flipperlike feet.

Visibility: Rain reduces visibility ranges by half, resulting in a –4 penalty on Spot and Search checks. The rain automatically extinguishes any unprotected flames, and it has a 50% chance of extinguishing protected flames (such as lanterns). Ranged weapon attacks are at a –4 penalty.

PSEUDO-PSEUDONATURAL

The fish-men (and several other creatures throughout the adventure) differ, in a few minor details, from their entries in the various *Monster Manuals,* and from the pseudonatural template as presented in *Lords of Madness.* Their "horrid form" ability replaces the pseudonatural "alternate form." It has the same mechanical effects, but the creatures cannot change out of said form, as other pseudonatural entities can. In addition, the fish-men do not have the kuo-toa's standard adhesive. (Remember that while the fish-men are mechanically kuo-toa, they aren't actually the same species.) Their "sickening ichor" ability replaces the adhesive.

Beyond the Door

Encounter Level 5

SETUP

Two of Dagon's fish-men lurk here, allowing worshipers to pass but ambushing outsiders. Place the fish-men at the spots marked **F**. If the PCs specifically listen at the door, allow them a DC 20 Listen check to recognize that someone waits beyond. Otherwise, they cannot act in the surprise round.

When the PCs open the door, read:

Two horrific, squamous fish creatures leap through the opened door, blades raised high! They emit a hideous, gargling shriek as they attack.

2 Fish-Men of Dagon **CR 3**

MM 163, *LoM* 161
hp 16 each (3 HD)

Male or female pseudonatural modified kuo-toa rogue 1
Always CE Medium outsider (aquatic, augmented monstrous humanoid)
Init +0; **Senses** darkvision 60 ft., keen sight; Listen +7, Spot +11
Languages Abyssal, Common, Fish-Man

AC 18, touch 10, flat-footed 18
(+2 shield, +6 natural)
Immune poison, paralysis
Resist acid 5, electricity 10; **SR** 13
Fort +3, **Ref** +5 **Will** +5
Weakness light blindness

Speed 20 ft. (8 squares), swim 50 ft.
Melee mwk rapier +4 (1d6+1/18–20)
Base Atk +2; Grp +3
Atk Options sneak attack +1d6
Special Actions true strike

Abilities Str 13, Dex 10, Con 13, Int 13 Wis 14, Cha 8
SA sneak attack
SQ amphibious, horrid form, sickening ichor, slippery, trapfinding
Feats Ability Focus (sickening ichor)[B], Alertness[B], Great Fortitude, Stealthy
Skills Escape Artist +7, Hide +4, Jump –6, Knowledge (the planes) +5, Listen +7, Move Silently +6, Search +8, Spot +11, Swim +7, Tumble +1
Advancement by character class; **Favored Class** rogue
Possessions masterwork rapier, masterwork heavy steel shield

Keen Sight (Ex) Fish-men can spot a moving object or creature even if it is invisible or ethereal. Only by remaining perfectly still can such objects or creatures avoid their notice.

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds fish-men for 1 round. On subsequent rounds, they are dazzled while operating in bright light.

True Strike (Su) Once per day, a fish-man can gain a +20 insight bonus on a single attack roll. In addition, it suffers no miss chance against a target that has concealment or total concealment when making this attack.

Horrid Form (Su) Fish-men of Dagon are blatantly unnatural, with fishbelly-white and squamous flesh merged with humanoid skin. Other creatures receive a –1 morale penalty on their attack rolls against a fish-man.

Sickening Ichor (Ex) Anyone who deals piercing or slashing damage to a fish-man with a melee attack receives either a whiff or a splash of the creature's blood. The subject must succeed on a DC 14 Fortitude save or be sickened for 1d4 rounds. (Additional exposure can lengthen the period of sickened, but does not stack with itself to become a more debilitating condition.) A successful save renders the individual immune to that particular fish-man's ichor for 24 hours. The save DC is Constitution based.

Slippery (Ex) All fish-men of Dagon secrete an oily film that makes them difficult to grapple or snare. Webs, magical or otherwise, don't affect them, and they can usually wriggle free from most other forms of confinement.

Skills Fish-men of Dagon have a +8 racial bonus on Escape Artist checks and a +4 racial bonus on Spot and Search checks. A fish-man has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

TACTICS

The fish-men attack the instant the doors open, attempting to catch the character who opened them by surprise and deliver their sneak attacks. They are not, however, foolish enough to stand against the party in a drawn-out combat. After the first round, one attempts to tumble past and flee through the door to area S3,

while the other tries to flee through the double doors into area S5.

CONCLUSION

If the fish-man fleeing to area S3 escapes, the PCs face him again in area S10. The one fleeing to area S5 faces them again in that room. Unless the PCs magically silence the combat, the sound of battle and the fish-men's warning call alerts the other inhabitants of the shrine to coming trouble. Because retreat is part of their plan, as opposed to a sign of defeat, award the PCs only half the normal experience for a fish-man who escapes.

Features of the Area

The room has the following features.

Doors: If they can position themselves properly, characters can fight from behind the doors, and thus gain cover.

Stairs, Spiral: Characters gain cover against foes below them on spiral stairs because they can easily duck around the staircase's central support. They also gain a +1 on attack rolls due to their higher ground.

Stairs, Steep: Characters moving up steep stairs must spend 2 squares of movement to enter each square of stairs. Characters running or charging down steep stairs must succeed on a DC 10 Balance check upon entering the first steep stairs square. Mounted characters make a DC 10 Ride check instead. Characters who fail stumble and must end their movement 1d2×5 feet later. Characters who fail by 5 or more take 1d6 points of damage and fall prone in the square where they end their movement. Steep stairs increase the DC of Tumble checks by 5.

The Pool

Encounter Level 7 (or 8 if a fish-man from area S4 joins the battle)

SETUP

Place the two warriors on the spots marked **T**, Alderman Ritter (a cult mystic) on **M**, and Sharallan, the cult's mightiest adept, on **S**.

If the PCs enter via the secret door, they catch the inhabitants of the room by surprise. Adjust your description accordingly.

When the warriors move to attack, read:
Two more of the cult's warriors, their eyes burning with zealotry, move to attack.

When the casters take action, read:
The curtain bisecting the room ripples, and you see a pair of faces appear around its edges. One is male, one female, and both move their lips in a sonorous, disturbing chant.

Sharallan, Cult of Dagon Priestess **CR 5**
hp 29 (6 HD)

Female human adept 6
CE Medium humanoid
Init +5; **Senses** Listen +5, Spot +5
Languages Common

AC 12, touch 11, flat-footed 11
(+1 Dex, +1 armor)
Fort +3, **Ref** +3, **Will** +8

Speed 30 ft. (6 squares)
Melee mwk morningstar +3 (1d8–1)
Ranged mwk light crossbow +5 (1d8/19–20)
Base Atk +3; **Grp** +2
Adept Spells Prepared (CL 6th):
2nd—*invisibility, scorching ray* (+5 ranged touch)
1st—*burning hands* (DC 14), *cause fear* (DC 14), *protection from good*
0—*detect magic, ghost sound* (DC 13), *touch of fatigue* (+2 touch, DC 13)

Abilities Str 8, Dex 12, Con 13, Int 10, Wis 16, Cha 14
SQ familiar
Feats Alertness, Improved Initiative, Sudden Silent (*Complete Arcane;* as Silent Spell, but can be applied spontaneously without increasing spell slot, 1/day), Sudden Still (*Complete Arcane;* as Still Spell, but can be applied spontaneously without increasing spell slot, 1/day)
Skills Bluff +5, Concentration +10, Knowledge (religion) +4, Knowledge (the planes) +4, Listen +5, Spellcraft +5, Spot +5
Possessions masterwork morningstar, masterwork light crossbow, *bracers of armor +1, pearl of power* (1st), 20 bolts, holy symbol of Dagon

Alderman Ritter **CR 2**
hp 16 (3 HD)

Male human adept 3
CE Medium outsider (human)
Init +1; **Senses** Listen +4, Spot +4
Languages Common

AC 12, touch 11, flat-footed 11
(+1 Dex, +1 armor)
Fort +2, **Ref** +2, **Will** +5

Speed 30 ft. (6 squares)
Melee morningstar +0 (1d8–1)
Ranged mwk light crossbow +3 (1d8/19–20)
Base Atk +1; **Grp** +0
Adept Spells Prepared (CL 3rd):
1st—*burning hands* (DC 13), *cause fear* (DC 13), *protection from good*
0—*detect magic, ghost sound* (DC 12), *touch of fatigue* (+0 touch, DC 12)

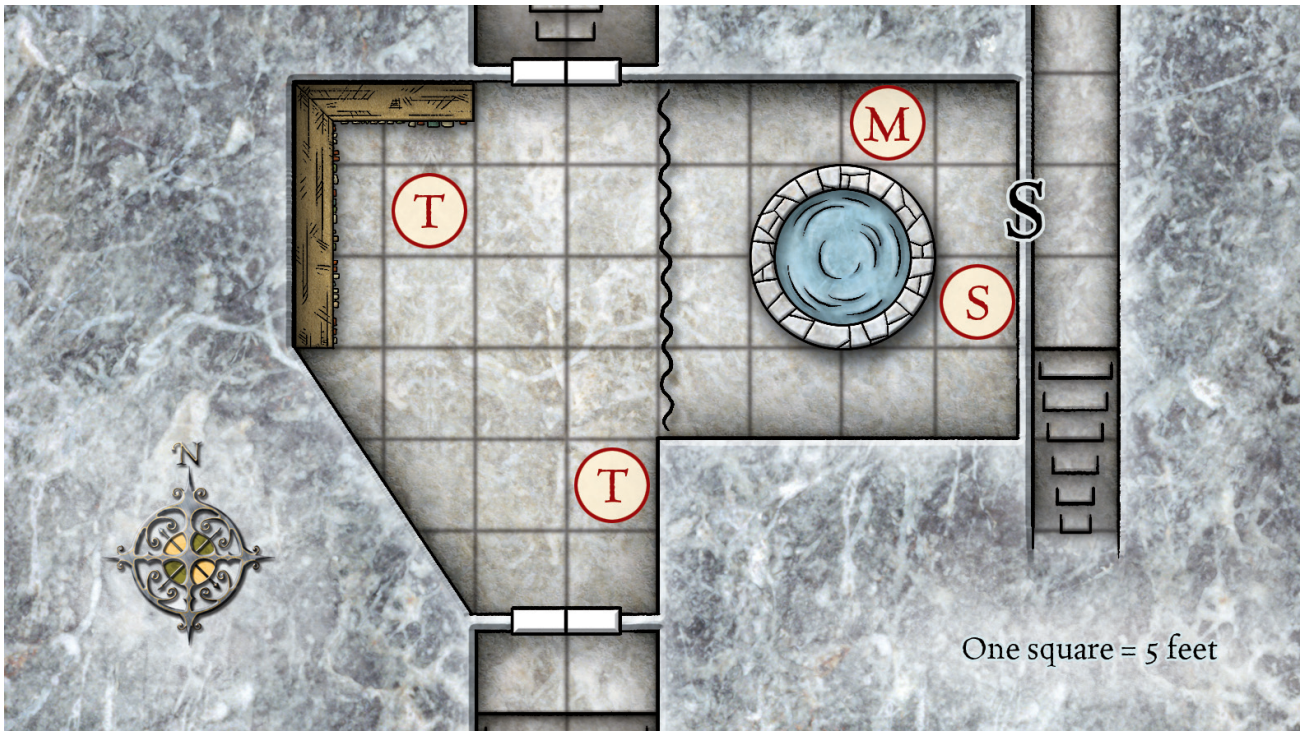
Abilities Str 8, Dex 12, Con 13, Int 10, Wis 15, Cha 14
SQ familiar
Feats Alertness, Improved Initiative, Sudden Silent (Complete Arcane; as Silent Spell, but can be applied spontaneously without increasing spell slot, 1/day)
Skills Bluff +4, Concentration +7, Knowledge (religion) +3, Knowledge (the planes) +3, Listen +4, Spellcraft +2, Spot +4
Possessions morningstar, masterwork light crossbow, *bracers of armor +1, pearl of power* (1st), 20 bolts, holy symbol of Dagon, 200 gp in various coins

2 Thuggish Cultists **CR 2**
hp 20 each (3 HD)

Male or female human warrior 3
CE Medium humanoid
Init +1; **Senses** Listen –1, Spot –1
Languages Common

AC 16, touch 11, flat-footed 15
(+1 Dex, +4 armor, +1 shield)
Fort +5, **Ref** +2, **Will** +0

Speed 30 ft. (6 squares)
Melee mwk cutlass +7 (1d6+2/18–20) or



Melee mwk dagger +6 (1d4+2/19–20)
Ranged mwk light crossbow +5 (1d8/19–20)
Base Atk +3; **Grp** +5
Atk Options Blind-Fight, Power Attack

Abilities Str 15, Dex 13, Con 14, Int 10, Wis 8, Cha 12
Feats Blind-Fight, Power Attack, Weapon Focus (cutlass)
Skills Bluff +4, Climb +2, Handle Animal +2, Intimidate +4, Jump +3, Knowledge (religion) +1, Ride +2, Swim +0
Possessions masterwork cutlass (treat as scimitar), masterwork dagger, masterwork light crossbow, masterwork light steel shield, masterwork chain shirt, 20 bolts

TACTICS

The warriors may attempt to flank a single foe but otherwise fight in a very straightforward manner. Unless the PCs immediately move around the curtain, the two casters take a round to cast *protection from good* on themselves. Ritter then moves to the curtain's south side, Sharallan to the north. From there they cast spells at the PCs. If the PCs move to come after them, Sharallan retreats out of sight, or takes cover behind the fountain, and casts *invisibility* on herself.

CONCLUSION

The three cultists fight to the death. Sharallan fights until reduced to 10 hit points, and then attempts to escape (perhaps using *invisibility*). She does not, however, make use of the secret door; she knows that it's more than her life is worth to lead the PCs to the hidden passage and the fleeing parishioners.

Features of the Area

The area has the following features.

Bookcases: The bookcases can be climbed with a DC 5 Climb check. A bookcase can be pushed over with a DC 12 Strength check, causing 2d6 points of damage to creatures in the squares that it falls in (Reflex DC 15 half). A pushed-over case fills the squares it falls in with light debris (wood and books).

Curtain: Less than 1 inch thick; AC 10; hardness 0; hp 1; break DC 16. The curtain does not block sound. It takes a DC 15 Climb check to climb this surface (or DC 10 if a wall is within reach). The hit points and break DC listed are for a 5-foot section. The curtain provides total concealment to characters behind it.

Pool, Shallow: It costs 2 squares of movement to move into a square with a shallow pool, and the DC of Tumble checks in such squares increases by 2. Shallow pools impose a –2 circumstance penalty on Move Silently checks.

The Altar of Dagon

Encounter Level 8

SETUP

Althanis and his fish-men guards stand ready to smite those who dare profane their "holy" shrine. Place the fish-men at the spots marked **F**, and Althanis at spot **A**. Unless the PCs succeed at a DC 20 Spot check, they do not see the fish-men initially.

If the PCs enter by the secret door and avoid the trap at area 8, they catch the inhabitants of the room by surprise. They can see the fish-men clearly, since they are not hiding, and Althanis has not cast the spells currently marked as "already cast" in his stat block.

When combat erupts, read:

The old man behind the altar suddenly expands, as though something within struggled to escape. Flesh twist and splits as his entire body forms a mass of writhing, skin-covered tentacles.

Althanis, Cult of Dagon Leader — CR 8

LoM 61
hp 42 (7 HD); **DR** 5/magic

Male pseudonatural human cleric 7
CE Medium outsider (augmented humanoid)
Init +1; **Senses** darkvision 60 ft.; Listen +3, Spot +3
Languages Common

AC 19, touch 11, flat-footed 18
(+1 Dex, +7 armor, +1 shield, 2 deflection against good only [*protection from good*]))
Miss Chance 20% (ranged only) entropic shield
Immune mind-affecting (good only, protection from good)
Resist acid 5, electricity 5, fire 10 (resist energy); **SR** 16
Fort +6, **Ref** +3, **Will** +8; +2 against good (*protection from good*)

Speed 20 ft. in breastplate (4 squares), base speed 30 ft.
Melee mwk morningstar +5 (1d8–1)
Ranged mwk light crossbow +7 (1d8/19–20)
Base Atk +5; **Grp** +4
Atk Options rebuke water creatures/turn fire creatures 5/day (+2, 2d6+9, 7th), rebuke undead 5/day (+2, 2d6+9, 7th)
Special Actions alternate form, spontaneous inflict spells, true strike
Cleric Spells Prepared (CL 7th, 8th for evil spells):
4th—*poison* (+7 melee touch, DC 16), *unholy blight*[D] (DC 17)
3rd—*bestow curse* (DC 16), *cure serious wounds, magic circle against good*[D], *wind wall*
2nd—*fog cloud*[D], *hold person* (DC 15), *resist energy*†, *silence* (DC 15), *spiritual weapon* (+7 melee touch)
1st—*bless, command* (DC 14), *doom* (DC 14), *entropic shield*†, *protection from good*[D]†, *sanctuary* (DC 14)
0—*detect magic, guidance, light, resistance* (2), *virtue*
D: Domain spell. Deity: Dagon. *Domains:* Evil, Water.
†Already cast

Abilities Str 8, Dex 12, Con 13, Int 10, Wis 16, Cha 14
SA rebuke water creatures, rebuke undead, turn fire creatures, true strike
SQ aura of chaos, aura of evil
Feats Alertness, Improved Initiative, Sudden Still (*Complete Arcane;* as Still Spell, but can be applied spontaneously without increasing spell slot, 1/day), Swift Horror (unique feat; allows Althanis to adopt his alternate form as a move action)
Skills Bluff +5, Concentration +11, Knowledge (religion) +4, Knowledge (the planes) +5, Listen +3, Spellcraft +5, Spot +3
Possessions masterwork morningstar, masterwork light crossbow, masterwork light steel shield, *+1 breastplate, pearl of power* (1st), 20 bolts, holy symbol of Dagon

Alternate Form (Su) As a move action, Althanis can take the form of a grotesque mass of rubbery, squidlike flesh with numerous writhing tendrils. Despite the alien appearance, his abilities remain unchanged. Other creatures receive a –1 morale penalty on their attack rolls against Althanis when he is in this alternate form.
True Strike (Su) Once per day, Althanis can gain a +20 insight bonus on a single attack roll. In addition, he suffers no miss chance against a target that has concealment or total concealment when making this attack.

2 Fish-Men of Dagon — CR 3

MM 163, *LoM* 161
hp 16 each (3 HD)

Male or female pseudonatural modified kuo-toa rogue 1
Always CE Medium outsider (aquatic, augmented monstrous humanoid)
Init +0; **Senses** darkvision 60 ft., keen sight; Listen +7, Spot +11
Languages Abyssal, Common, Fish-Man

AC 18, touch 10, flat-footed 18
(+2 shield, +6 natural)
Immune poison, paralysis
Resist acid 5, electricity 10; **SR** 13
Fort +3, **Ref** +5 **Will** +5
Weakness light blindness

Speed 20 ft. (8 squares), swim 50 ft.
Melee mwk rapier +4 (1d6+1/18–20)
Base Atk +2; **Grp** +3
Atk Options sneak attack +1d6
Special Actions true strike

Abilities Str 13, Dex 10, Con 13, Int 13 Wis 14, Cha 8
SA sneak attack
SQ amphibious, horrid form, sickening ichor, slippery, trapfinding
Feats Ability Focus (sickening ichor)[B], Alertness[B], Great Fortitude, Stealthy
Skills Escape Artist +7, Hide +4, Jump –6, Knowledge (the planes) +5, Listen +7, Move Silently +6, Search +8, Spot +11, Swim +7, Tumble +1
Advancement by character class; **Favored Class** rogue
Possessions masterwork rapier, masterwork heavy steel shield

Keen Sight (Ex) Fish-men can spot a moving object or creature even if it is invisible or ethereal. Only by remaining perfectly still can such objects or creatures avoid their notice.

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds fish-men for 1 round. On subsequent rounds, they are dazzled while operating in bright light.

True Strike (Su) Once per day, a fish-man can gain a +20 insight bonus on a single attack roll. In addition, it suffers no miss chance against a target that has concealment or total concealment when making this attack.

Horrid Form (Su) Fish-men of Dagon are blatantly unnatural, with fishbelly-white and squamous flesh merged with humanoid skin. Other creatures receive a –1 morale penalty on their attack rolls against a fish-man.

Sickening Ichor (Ex) Anyone who deals piercing or slashing damage to a fish-man with a melee attack receives either a whiff or a splash of the creature's blood. The subject must succeed on a DC 14 Fortitude save or be sickened for 1d4 rounds. (Additional exposure can lengthen the period of sickened, but does not stack with itself to become a more debilitating condition.) A successful save renders the individual immune to that particular fish-man's ichor for 24 hours. The save DC is Constitution based.

Slippery (Ex) All fish-men of Dagon secrete an oily film that makes them difficult to grapple or snare. Webs, magical or otherwise, don't affect them, and they can usually wriggle free from most other forms of confinement.

Skills Fish-men of Dagon have a +8 racial bonus on Escape Artist checks and a +4 racial bonus on Spot and Search checks. A fish-man has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

TACTICS

Althanis uses his first move action to assume his horrid form. He then casts *wind wall* along the ledge, blocking most ranged attacks from area 9, unless the PCs are already in area 10. The fish-men hope to sneak attack anyone who climbs the stairs, but they move to attack heroes below if it becomes obvious that the party is not coming up. Althanis never descends to the lower level, but casts spells from a distance. If the PCs prove too effective with ranged attacks even through the *wind wall* Althanis ducks behind the altar (granting himself complete cover from the lower level, due to the height discrepancy), hoping to lure the PCs up.

CONCLUSION

The fish-men fight to the death. If Althanis is reduced to 10 hit points, he casts *sanctuary* and attempts to flee. His true objective is not escape, however; he hopes to ambush the PCs on their way out, after having collected any other surviving inhabitants of the shrine. Feel free to stage this combat anywhere in the shrine you feel appropriate. This time, Althanis fights to the death.

Features of the Area

The area has the following features.

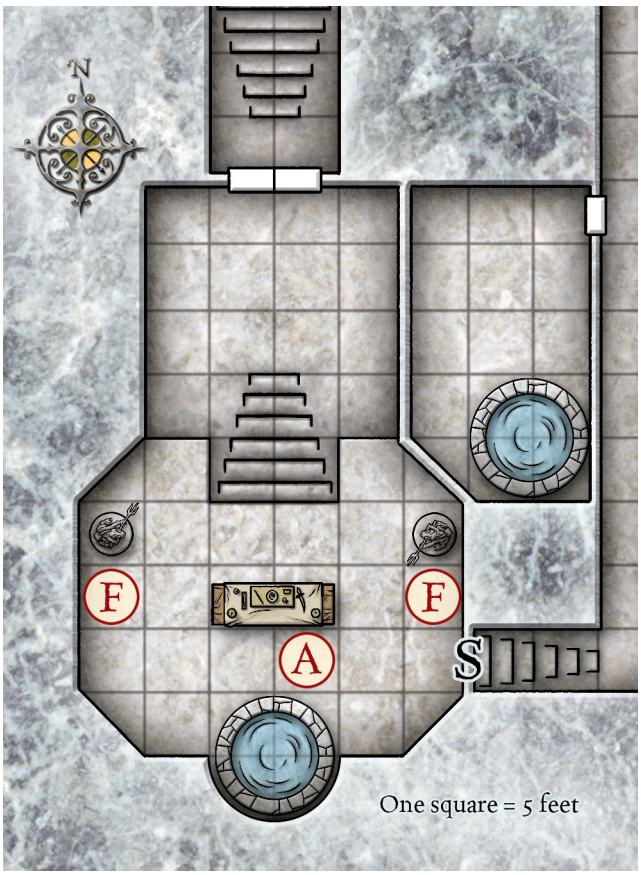
Altar, Stone: 3 feet thick; hardness 8; hp 540; break DC 40. An altar provides cover. If an altar is broken, the squares it occupies become heavy debris. It costs 1 extra square of movement to cross an altar. A creature can make a DC 10 Jump check to cross an altar without impeding movement. This altar has additional mystical abilities; see the room description. It requires only 25 points of damage to break the carved serpent from the altar, defiling it.

Ledge: The drop from area 10 to area 9 is roughly 12 feet. Climbing the wall requires a DC 20 Climb check.

Pool: Swimming in this pool requires a DC 10 Swim check. Characters need a way to breathe if they're underwater; failing that, they risk drowning (see Drowning, *DMG* 304). When underwater, characters can move in any direction as if they were flying with perfect maneuverability. An invisible creature displaces water and leaves a visible, body-shaped "bubble" where the water was displaced. The creature still has concealment (20% miss chance), but not total concealment (50% miss chance).

Stairs, Steep: Characters moving up steep stairs must spend 2 squares of movement to enter each square of stairs. Characters running or charging down steep stairs must succeed on a DC 10 Balance check upon entering the first steep stairs square. Characters who fail stumble and must end their movement 1d2×5 feet later. Characters who fail by 5 or more take 1d6 points of damage and fall prone in the square where they end their movement. Steep stairs increase the DC of Tumble checks by 5.

Statues, Fragile: 5 feet thick; AC 3; hardness 8; hp 150; break DC 35; Climb DC 20. A statue provides cover. It can be pushed over with a Strength check that exceeds its break DC, causing 10d6 points of damage to creatures in the squares that it falls in (Reflex DC 15 half). A pushed-over statue fills the squares it falls in with heavy debris. A DC 10 Search check reveals the fragile nature of the statue. Due to stonecunning, a dwarf may make this check automatically if within 10 feet.



The Wrath of Dagon

Encounter Level 8

SETUP

Allow the PCs to place themselves as appropriate for their chosen method of descending the cliffs. The Wrath emerges either at the spot marked **W**, or from one square to either side, depending on what is most advantageous based on the PCs' positions. It requires a DC 28 Spot check or a DC 24 Listen check (don't forget rain and surf penalties, and the Wrath's disorienting aura) to detect the Wrath before it attacks; only those who succeed may act in the surprise round.

When the Wrath of Dagon attacks, read:
An abominable conglomeration of multiple species explodes from the surf, sending saltwater spraying in all directions. Clacking claws, writhing legs, wriggling antennae—if the grotesque offspring of lobster and beetle learned to walk upright like a man, it might resemble what you see before you.

Wrath of Dagon **CR 8**
SW 135, *CS* 131, *MM2* 213
hp 100 (8 HD); fast healing 5

Amphibious ripper of legend
CE Medium outsider (augmented aberration, native)
Init +9; **Senses** darkvision 60 ft.; Listen +6, Spot +12
Aura disorientation 60 ft.
Languages Abyssal, understands Common

AC 27, touch 15, flat-footed 22
(+5 Dex, +12 natural)
Immune poison
SR 14
Fort +13, **Ref** +10, **Will** +13
Weakness light sensitivity

Speed 40 ft. (8 squares), climb 20 ft., swim 20 ft.
Melee 2 claws +14 each (1d6+7 plus sedative)
Base Atk +6; **Grp** +13
Atk Options sedative (1d6 nonlethal)
Special Actions breath weapon, pheromone burst

Abilities Str 24, Dex 20, Con 26, Int 14, Wis 18, Cha 19
SA breath weapon, disorienting aura, pheromone burst
SQ amphibious, chameleon, light sensitivity
Feats Alertness, Improved Initiative, Multiattack[B], Weapon Focus (claw)
Skills Climb +24, Hide +18, Jump +12, Knowledge (religion) +6, Knowledge (the planes) +8, Listen +6, Move Silently +14, Spot +12, Survival +4 (+6 on other planes), Swim +15
Advancement 9–24 HD (Medium)

Disorienting Aura (Ex) The Wrath of Dagon emits a pheromone in a 60-foot radius that causes severe disorientation. Anyone who fails a DC 18 Will save takes a –4 penalty to Wisdom. This aura is a constant effect, which the Wrath cannot suppress. A creature that successfully saves cannot be affected again by the disorienting aura for 24 hours, but is still susceptible to the Wrath's other pheromones. This is a mind-affecting effect. The save DC is Charisma-based. Because this effect is pheromonal, it is unimpeded by spell resistance or antimagic fields, but creatures immune to poisons or gases are immune to this as well.

Sedative (Ex) Successful claw attacks also deal 1d6 points of nonlethal damage. Creatures immune to poison are immune to this additional damage.

Breath Weapon (Su) 15-ft. cone, once every 1d4 rounds, 3d6 cold, Reflex DC 22 half.

Pheromone Burst (Ex) Once every 1d4 rounds, the Wrath can release a burst of pheromones as a standard action. Anyone in range must succeed on a DC 18 Will save to negate the effect. A creature that successfully saves cannot be affected again by that precise pheromone for 24 hours, but is still susceptible to the Wrath's other pheromones. The DC is Charisma-based. These are all mind-affecting effects. Like the disorienting aura, they are pheromonal, not magical.

Fear: 60-foot burst, otherwise as the *fear* spell.
Sleep: 30-foot burst, otherwise as *deep slumber.*
Wrath: 60-foot burst, otherwise as the "attack nearest creature" result of confusion.

Chameleon (Ex) The Wrath can blend into its environment or appear more human than it truly is. This ability grants it a +4 racial bonus on Hide checks, and on Disguise checks to appear human.

Light Sensitivity (Ex) The Wrath is dazzled in bright sunlight or within the radius of a *daylight* spell.

Skills The Wrath of Dagon has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

TACTICS

The Wrath tries to strike while some of the PCs are still climbing down the cliff. It initiates combat with its wrath pheromone burst, hoping to turn some PCs against one another. It then alternates between its breath weapon and other pheromones, while tearing into those who close with its claws. The Wrath remains in the water, or else climbs the cliff walls, using its swim and climb speeds to its advantage. If it is taking too much damage in melee, it moves farther out into the water, coming just near enough to shore to use its breath weapons and pheromones.

CONCLUSION

The Wrath of Dagon exists only to destroy the demon lord's enemies. It fights to the death.

Features of the Area

The area has the following features.

Ambient Noise, Rain and Surf: –4 on all Listen checks.

Ledge: The drop from the top of the cliff to the beach is roughly 25 feet. Climbing the wall requires a DC 22 Climb check.

Mud: The coastal sands are essentially mud. It costs 2 squares of movement to enter a square of mud.

Tide: Every 1d6 rounds, a wave washes over the small section of beach. All creatures on the ground must make a DC 12 Reflex save or be knocked prone.

Visibility: Rain reduces visibility ranges by half, resulting in a –4 penalty on Spot and Search checks. The rain automatically extinguishes any unprotected flames, and it has a 50% chance of extinguishing protected flames (such as lanterns). Ranged weapon attacks are at a –4 penalty.

CLIMBING AND FIGHTING

You need both hands free to climb, but you may cling to a wall with one hand while you cast a spell or take some other action that requires only one hand. While climbing, you can't move to avoid a blow, so you lose your Dexterity bonus to AC (if any). You also can't use a shield while climbing.

Any time you take damage while climbing, make a Climb check against the DC of the slope or wall. Failure means you fall from your current height and sustain the appropriate falling damage.

The Killing Caves

Encounter Level 5, 6, 7, and/or 8; see text

SETUP

If the PCs succeed in disarming the trap, allow the fish-men and the gibbering mouther DC 10 Listen checks (remember the surf penalty). Creatures that hear the PCs begin on the spots marked in red; **F** for the fish-men, **G** for the gibbering mouther. If the PCs trigger the trap, assume the monsters hear them automatically. Monsters that do not hear the PCs begin on the spots marked with a green **F** or **G**. (Note that, in either case, the mouther begins on the ceiling, rather than the floor.)

If the fish-men are aware of the PCs, they attempt stealth. PCs must make a DC 14 Spot check and a DC 17 Listen check to detect them. If they are not aware of the PCs, they are not hiding, and the PCs can detect them automatically.

When the PCs spot the fish-men, read:

From the darkness of the cave emerges a pair of the grotesque ichthyan humanoids. Their eyes and mouths gape as they shuffle through the ankle-deep water.

When the gibbering mouther draws near (or the PCs near it), read:

A terrible, high-pitched cackling rises from the depths, all but drowning out the crashing tide. Slithering and flopping across the cavern's ceiling appears a repulsive mass of bulging flesh, wide and red-veined eyes, and gaping mouths.

2 Fish-Men of Dagon — CR 3

MM 163, *LoM* 161
hp 16 each (3 HD)

Male or female pseudonatural modified kuo-toa rogue 1
Always CE Medium outsider (aquatic, augmented monstrous humanoid)
Init +0; **Senses** darkvision 60 ft., keen sight; Listen +7, Spot +11
Languages Abyssal, Common, Fish-Man

AC 18, touch 10, flat-footed 18
(+2 shield, +6 natural)
Immune poison, paralysis
Resist acid 5, electricity 10; **SR** 13
Fort +3, **Ref** +5 **Will** +5
Weakness light blindness

Speed 20 ft. (8 squares), swim 50 ft.
Melee mwk rapier +4 (1d6+1/18–20)
Base Atk +2; **Grp** +3
Atk Options sneak attack +1d6
Special Actions true strike

Abilities Str 13, Dex 10, Con 13, Int 13 Wis 14, Cha 8
SA sneak attack
SQ amphibious, horrid form, sickening ichor, slippery, trapfinding
Feats Ability Focus (sickening ichor)[B], Alertness[B], Great Fortitude, Stealthy
Skills Escape Artist +7, Hide +4, Jump –6, Knowledge (the planes) +5, Listen +7, Move Silently +6, Search +8, Spot +11, Swim +7, Tumble +1
Advancement by character class; **Favored Class** rogue
Possessions masterwork rapier, masterwork heavy steel shield

Keen Sight (Ex) Fish-men can spot a moving object or creature even if it is invisible or ethereal. Only by remaining perfectly still can such objects or creatures avoid their notice.
Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds fish-men for 1 round. On subsequent rounds, they are dazzled while operating in bright light.
True Strike (Su) Once per day, a fish-man can gain a +20 insight bonus on a single attack roll. In addition, it suffers no miss chance against a target that has concealment or total concealment when making this attack.
Horrid Form (Su) Fish-men of Dagon are blatantly unnatural, with fishbelly-white and squamous flesh merged with humanoid skin. Other creatures receive a –1 morale penalty on their attack rolls against a fish-man.
Sickening Ichor (Ex) Anyone who deals piercing or slashing damage to a fish-man with a melee attack receives either a whiff or a splash of the creature's blood. The subject must succeed on a DC 14 Fortitude save or be sickened for 1d4 rounds. (Additional exposure can lengthen the period of sickened, but does not stack with itself to become a more debilitating condition.) A successful save renders the individual immune to that particular fish-man's ichor for 24 hours. The save DC is Constitution based.
Slippery (Ex) All fish-men of Dagon secrete an oily film that makes them difficult to grapple or snare. Webs, magical or otherwise, don't affect them, and they can usually wriggle free from most other forms of confinement.
Skills Fish-men of Dagon have a +8 racial bonus on

Escape Artist checks and a +4 racial bonus on Spot and Search checks. A fish-man has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Tooth of Dagon CR 5

MM 163, *LoM* 161, *CAr* 5
hp 24 (5 HD); **DR** 1/cold iron

Male pseudonatural modified kuo-toa warlock 3
CE Medium outsider (aquatic, augmented monstrous humanoid)
Init +0; **Senses** darkvision 60 ft., keen sight; Listen +4, Spot +8
Languages Abyssal, Common, Fish-Man

AC 19, touch 10, flat-footed 19
(+3 armor, +6 natural)
Immune poison, paralysis
Resist acid 5, electricity 10; **SR** 15
Fort +4, **Ref** +4 **Will** +5
Weakness light blindness

Speed 20 ft. (8 squares), swim 50 ft.
Melee mwk light mace +6 (1d6+1) or
Ranged *eldritch blast* +5 (2d6 plus sickening)
Base Atk +4; **Grp** +5
Atk Options sickening blast
Special Actions true strike
Invocations Known (CL 3rd):
Least—*eldritch spear* (*eldritch blast* gains 250-ft. range), sickening blast (creatures struck by *eldritch blast* must make DC 14 Fortitude save or be sickened for 1 minute)
Spell-Like Abilities (CL 3rd):
At will—*detect magic*

Abilities Str 13, Dex 10, Con 13, Int 13, Wis 8, Cha 14
SA *eldritch blast*
SQ amphibious, horrid form, sickening ichor, slippery
Feats Ability Focus (sickening ichor)[B], Alertness[B], Great Fortitude, Weapon Focus (ray)
Skills Escape Artist +8, Knowledge (arcana) +4, Knowledge (the planes) +7, Listen +4, Move Silently +2, Search +8, Spellcraft +3, Spot +8, Survival –1(+1 on other planes)
Advancement by character class; **Favored Class** rogue
Possessions masterwork light mace, masterwork studded leather armor

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Keen Sight (Ex) Fish-men can spot a moving object or creature even if it is invisible or ethereal. Only by remaining perfectly still can such objects or creatures avoid their notice.
Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds fish-men for 1 round. On subsequent rounds, they are dazzled while operating in bright light.
True Strike (Su) Once per day, a fish-man can gain a +20 insight bonus on a single attack roll. In addition, it suffers no miss chance against a target that has concealment or total concealment when making this attack.
Horrid Form (Su) Fish-men of Dagon are blatantly unnatural, with fishbelly-white and squamous flesh merged with humanoid skin. Other creatures receive a –1 morale penalty on their attack rolls against a fish-man.
Sickening Ichor (Ex) Anyone who deals piercing or slashing damage to a fish-man with a melee attack receives either a whiff or a splash of the creature's blood. The subject must succeed on a DC 14 Fortitude save or be sickened for 1d4 rounds. (Additional exposure can lengthen the period of sickened, but does not stack with itself to become a more debilitating condition.) A successful save renders the individual immune to that particular fish-man's ichor for 24 hours. The save DC is Constitution based.
Slippery (Ex) All fish-men of Dagon secrete an oily film that makes them difficult to grapple or snare. Webs, magical or otherwise, don't affect them, and they can usually wriggle free from most other forms of confinement.
Skills Fish-men of Dagon have a +8 racial bonus on Escape Artist checks and a +4 racial bonus on Spot and Search checks. A fish-man has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Gibbering Mouther (Modified) CR 5

MM 126
hp 42 (4 HD); **DR** 5/bludgeoning

CE Medium aberration
Init +1; **Senses** darkvision 60 ft.; Listen +4, Spot +9
Languages Common

AC 19, touch 11, flat-footed 18
(+1 Dex, +8 natural)
Immune extra damage from critical hits, flanking
Fort +7, **Ref** +4 **Will** +5

Speed 10 ft. (2 squares), climb 10 ft., swim 20 ft.
Melee 6 bites +4 each (1) and
Ranged spittle +4 touch (1d4 acid plus blindness)
Base Atk +3; **Grp** +3
Atk Options blindness, improved grab
Special Actions blood drain, gibbering, ground manipulation, swallow whole

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Abilities Str 10, Dex 13, Con 22, Int 4, Wis 13, Cha 13
SA blood drain, gibbering, ground manipulation, improved grab, spittle, swallow whole

SQ amorphous
Feats Lightning Reflexes, Weapon Finesse
Skills Climb* +9, Listen +4, Spot +9, Swim +8
Advancement 5–12 HD (Large)

Spittle (Ex) As a free action every round, a gibbering mouther can fire a stream of spittle at one opponent within 30 feet. The mouther makes a ranged touch attack; if it hits, it deals 1d4 points of acid damage, and the target must succeed on a DC 18 Fortitude save or be blinded for 1d4 rounds. Eyeless creatures are immune to the blinding, but are still subject to the acid damage. The save DC is Constitution-based.

Improved Grab (Ex) If a gibbering mouther hits a Medium or smaller creature with a bite attack, it can then attempt to start a grapple as a free action without provoking attacks of opportunity.

Blood Drain (Ex) A swallowed opponent automatically takes 1d4 points of Constitution damage each round.

Gibbering (Su) As soon as a mouther spots something edible, it begins a constant gibbering as a free action. All creatures (other than mothers and the fish-men of Dagon) within a 60-foot spread must succeed on a DC 13 Will save or be affected as though by a *confusion* spell for 1d2 rounds. This is a sonic mind-affecting compulsion effect. A creature that successfully saves cannot be affected by the same gibbering mouther's gibbering for 24 hours. The save DC is Charisma-based.

Ground Manipulation (Su) As a standard action, a gibbering mouther can cause stone and earth in all adjacent squares to become a morass akin to quicksand. Softening earth, sand, or the like takes 1 round, while stone takes 2 rounds. Anyone other than the mouther in that area must take a move action to avoid becoming mired (treat as being pinned).

Spider Climb* (Su) This modified gibbering mouther is constantly under a partial spider climb effect. It need not make Climb checks to traverse a vertical or horizontal surface (even upside down). It retains its Dexterity bonus to Armor Class while climbing, and opponents get no special bonus to their attacks against it. It cannot, however, use the run action while climbing. If this effect is dispelled or suppressed, the mouther can raise it again as a free action.

Swallow Whole (Ex) The gibbering mouther can attempt to swallow (or, more accurately, engulf) a grappled opponent of Medium or smaller size by making a successful grapple check. Once the victim is inside, the mouther uses its blood drain ability. A swallowed creature can cut its way out by dealing 5 points of damage to the gibbering mouther (AC 19). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out. The gibbering mouther's body can hold 1 Medium, 2 Small, 8 Tiny, 32 Diminutive, or 128 Fine creatures.

Skills Gibbering mouthers have a +4 racial bonus on Spot checks. A gibbering mouther has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It always can choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line. This modified mouther has +8 racial bonus on Climb checks. It can always choose to take 10 on Climb checks, even if rushed or threatened. It may use either its Strength or Dexterity modifier on Climb checks.

TACTICS

The fish-men's tactics depend heavily on circumstance. If any PCs are trapped in the adhesive, they try to sneak in and finish off other PCs, saving the trapped ones for later (or for the mouther). If the PCs are entering the larger cave (C2), they sneak attack from hiding. Beyond this, they simply flank and sneak attack as often as possible, taking cover behind bends in the cave, or the statue, against ranged attacks.

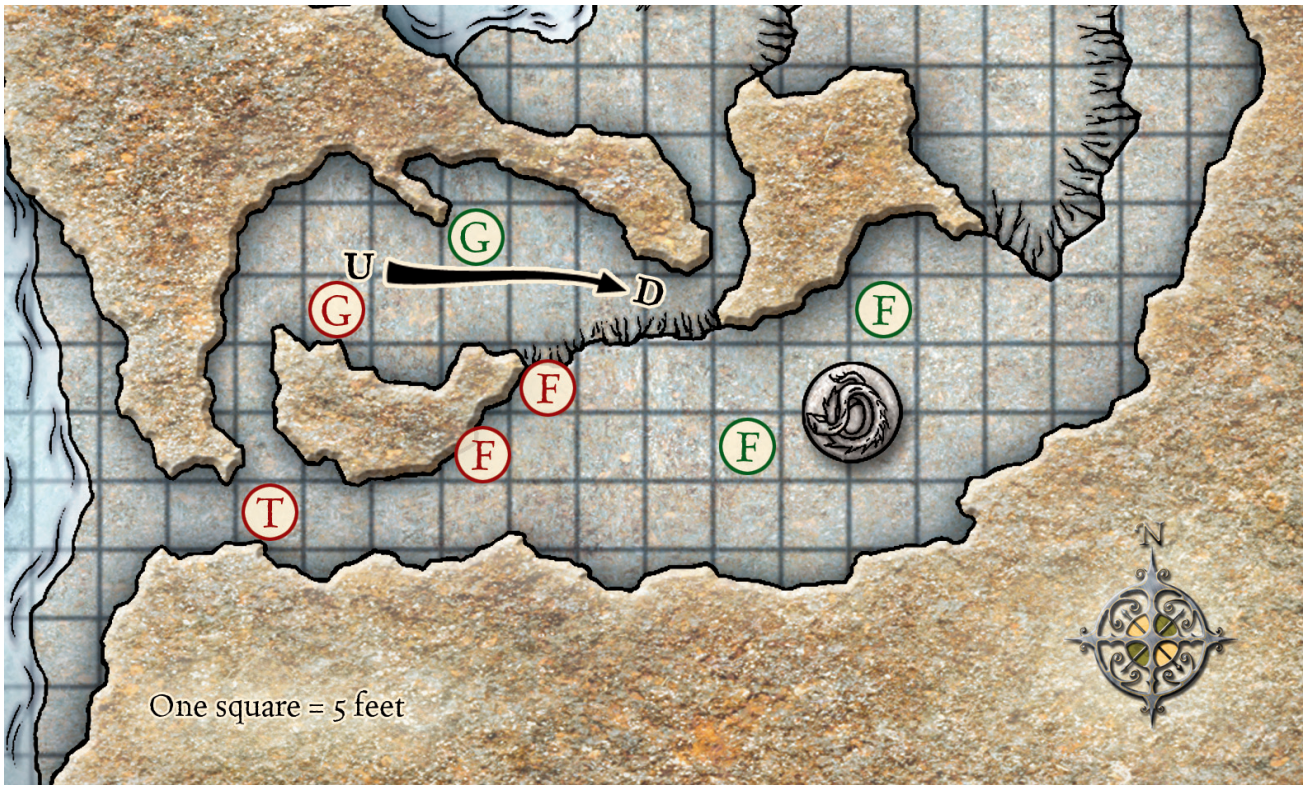
The gibbering mouther moves toward the PCs while on the ceiling, keeping just out of range of melee attacks, and spits. Once it has taken more than 15 points of damage, it grows angry and drops/climbs to the floor, where it can bring all its attacks and special abilities to bear. Once it's this angry, it does not know enough to avoid trapping the fish-men in its ground manipulation ability, so it may wind up harming them as much as the PCs. (The fish-men are, however, immune to the mouther's gibbering, due to their unnatural physiology.)

DEVELOPMENT

Whether this is one large combat or a sequence of smaller ones depends on circumstance. If the PCs trigger the trap and then remain in its vicinity for at least 2 rounds, both the fish-men and the mouther converge on them. If the PCs trigger the trap and then move into C2, they face the fish-men for 1d4+1 rounds before the mouther enters the fray. If they move into C2 without triggering the trap, the mouther remains unaware of them until they enter C4. If the PCs enter C4 after triggering the trap, they face the mouther immediately, and the fish-men in 1d4+1 rounds. If they move into C4 without triggering the trap, they face the mouther for 2d4+1 rounds before the fish-men arrive.

CONCLUSION

The fish-men are too fanatical, and the mouther too stupidly predatory, to retreat. They all fight to the death.



Features of the Area

The area has the following features.

Ambient Noise, Surf: –4 on all Listen checks.

Slope, Steep: Characters moving uphill (to an adjacent square of higher elevation) must spend 2 squares of movement to enter each square of steep slope. Characters running or charging downhill (moving to an adjacent square of lower elevation) must succeed on a DC 10 Balance check upon entering the first steep slope square. Characters who fail this check stumble and must end their movement 1d2×5 feet later. Characters who fail by 5 or more fall prone in the square where they end their movement. A steep slope increases the DC of Tumble checks by 2.

Statue, Large: 10 feet thick; AC 3; hardness 8; hp 1,800; break DC 55; Climb DC 20. A large statue provides cover. It can be pushed over with a Strength check that exceeds its break DC, causing 10d6 points of damage to creatures in the squares that it falls in (Reflex DC 15 half). A pushed-over pillar fills the squares it falls in with heavy debris.

Deep Water

Encounter Level 6

SETUP

The tendrils of Dagon attack from the points marked **T**, but do not place them until combat starts, since they are difficult to see beneath the water. Only PCs who succeed on a DC 15 Spot check may act in the surprise round.

When the PCs come within 10 feet of the tendrils, read:

A writhing mass of tentacles, far too numerous to belong to any natural creature of a sane and rational world, breaks the surface of the water.

2 Tendrils of Dagon **CR 3**

MM 281, *LoM* 161
hp 33 each (6 HD); **DR** 5/magic

Pseudonatural modified advanced squid
CE Medium outsider (aquatic, augmented animal)
Init +7; **Senses** darkvision 60 ft., low-light vision; Listen +8, Spot +7
Languages understands Abyssal

AC 16, touch 13, flat-footed 13
(+3 Dex, +3 natural)
Resist acid 5, electricity 5; **SR** 16
Fort +6, **Ref** +8 **Will** +3

Speed swim 60 ft. (12 squares)
Melee arms +6 (0) and
bite +1 (1d6+1)
Space 5 ft.; **Reach** 10 ft.
Base Atk +4; **Grp** +10*
Atk Options improved grab
Special Actions ink cloud, jet

Abilities Str 14, Dex 17, Con 12, Int 3, Wis 12, Cha 2
SA improved grab, ink cloud
SQ horrid form
Feats Alertness, Endurance, Improved Initiative
Skills Listen +8, Spot +7, Swim +10
Advancement 7–11 HD (Large)

Improved Grab (Ex) If a tendril must hit an opponent with its arms attack, it can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and automatically deals bite damage. *A tendril has a +4 racial bonus on grapple checks.

Ink Cloud (Ex) A tendril of Dagon can emit a cloud of jet-black ink 10 feet high by 10 feet wide by 10 feet long once per minute as a free action. The cloud provides total concealment. All vision within the cloud is obscured.

Jet (Ex) A tendril of Dagon can jet backward once per round as a full-round action, at a speed of 240 feet. It must move in a straight line, but does not provoke attacks of opportunity while jetting.

Horrid Form (Su) Tendrils of Dagon are blatantly unnatural, with bulging flesh and far too many writhing tentacles. Other creatures receive a –1 morale penalty on their attack rolls against a tendril of Dagon. This also grants them additional reach on their tentacles.

Skills A tendril of Dagon has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

TACTICS

The tendrils remain in the deep water, attempting to use their reach to drag PCs toward them. They stay beneath the surface where possible, for added protection against ranged attacks.

CONCLUSION

A tendril attempts to jet away, hidden by an ink cloud, if reduced to 5 hit points.

Features of the Area

The area has the following features.

Slope, Gradual: Characters fighting on a slope gain a +1 bonus on attack rolls against foes downhill.

Water, Deep: This water, made somewhat rough by the tides, requires a DC 15 Swim check to traverse. Characters need a way to breathe if they're underwater; failing that, they risk drowning (see Drowning, *DMG* 304). When underwater, characters can move in any direction as if they were flying with perfect maneuverability. An invisible creature displaces water and leaves a visible, body-shaped "bubble" where the water was displaced. The creature still has concealment (20% miss chance), but not total concealment (50% miss chance).

Water, Shallow: It costs 2 squares of movement to move into a square with shallow water, and the DC of Tumble checks in such squares increases by 2. Shallow water imposes a –2 circumstance penalty on Move Silently checks. Note that, because of the depth here, Small and smaller characters are more seriously hindered. It costs them 4 squares of movement to move into a square with shallow water, or they can swim if they wish. Small and smaller characters cannot Tumble here.

ENCOUNTER LEVEL

The squids' increased reach synergizes well with the water and the difficulties of movement, increasing the EL of the encounter from 5 to 6.

The Call of the Deep

Encounter Level 10

SETUP

The Voice *seems* to appear at the spot marked with a red **V**. This is actually the *projected image*; the true Voice sits much deeper, at the spot marked with a green **V**. Any PC with line of sight to the true Voice's position may attempt a DC 25 Spot check to detect it lurking beneath the surface.

If a PC falls through the illusion, read:

The ground you expected to find beneath your feet simply isn't there. You feel yourself sinking, and what looked to be relatively shallow water is already well above your head.

When the projected image surfaces to attack, read:

A nightmare of horrendous proportions rises from the rippling surface—a reflection of the ancient, primal evil of Dagon himself! Tendrils lash outward in all directions as though seeking prey of their own volition. Behind them, six inhuman eyes gleam red in the gloom, and enormous gills pulse in time to the beating of some inhuman heart. From the beast, a slick of slime spreads out across the water.

Voice of Dagon — CR 9

MM 8, *LoM* 151
hp 100 (8 HD); **DR** 5/magic

Half-farspawn aboleth
CE Huge outsider (aquatic, augmented aberration, native)
Init +2; **Senses** blindsight 60 ft., darkvision 60 ft.; Listen +18, Spot +18
Languages Abyssal, Aquan, Common, Undercommon

AC 20, touch 10, flat-footed 18
(–2 size, +2 Dex, +10 natural)
Miss Chance 20% blur
Immune critical hits, flanking, poison
Resist acid 10, electricity 10; **SR** 18
Fort +10, **Ref** +4 **Will** +13

Speed 10 ft. (2 squares), swim 60 ft.
Melee 4 tentacles +13 each (1d6+9 plus slime) and 4 longer tentacles +8 each (1d8+4 plus slime) or
Melee 4 longer tentacles +13 each (1d8+9 plus slime)
Space 15 ft.; **Reach** 10 ft. (15 ft. with longer tentacles)
Base Atk +6; **Grp** +23
Atk Options slime
Special Actions enslave, true strike
Psionics (ML 16th):
At will—*hypnotic pattern* (DC 16), *illusory wall* (DC 18), *mirage arcana* (DC 19), *persistent image* (DC 19), *programmed image* (DC 20), *project image*† (DC 21), *veil* (DC 20)
Spell-Like Abilities (CL 8th):
3/day—*blink, blur*†
1/day—*stinking cloud* (DC 17), *touch of idiocy* (+13 melee touch)
†Already used

Abilities Str 28, Dex 14, Con 26, Int 15, Wis 21, Cha 19
SA enslave, slime, true strike
SQ horrid form, mucus cloud
Feats Alertness, Combat Casting, Iron Will
Skills Concentration +19 (+23 casting defensively), Knowledge (arcana) +13, Knowledge (dungeoneering) +13, Knowledge (history) +13, Knowledge (nature) +13, Knowledge (religion) +13, Knowledge (the planes) +13, Listen +18, Spot +18, Survival +5, Swim +28

Slime (Ex) A creature hit by one of the Voice's tentacles must succeed on a DC 22 Fortitude save or begin to transform over the next 1d4+1 minutes, its skin gradually becoming a clear, slimy membrane. An afflicted creature must remain moistened with fresh water or take 1d12 points of damage every 10 minutes. The slime reduces the creature's natural armor bonus by 1 (but not to less than 0). A *remove disease* spell cast before the transformation is complete restores an afflicted creature to normal. Afterward, only a *heal* or *mass heal* spell can reverse the affliction.

Enslave (Su) Three times per day, the Voice can attempt to enslave one living creature within 30 feet. The target must succeed on a DC 18 Will save or be affected as though by a *dominate person* spell (caster level 16th). An enslaved creature obeys the Voice's telepathic commands until freed by *remove curse*, and can attempt a new Will save every 24 hours to break free. The control is also broken if the Voice dies or travels more than 1 mile from its slave.

True Strike (Su) Once per day, the Voice can gain a +20 insight bonus on a single attack roll. In addition, it suffers no miss chance against a target that has concealment or total concealment when making this attack.

Horrid Form (Su) The Voice is a true terror, consisting of gleaming eyes, writhing tentacles, and pulsing gills. Creatures of the Material Plane receive a –1 morale penalty on their attack rolls against the Voice.

Mucus Cloud (Ex) When underwater, the Voice surrounds itself with a viscous cloud of mucus roughly 1 foot thick. Any creature coming into contact with

and inhaling this substance must succeed on a DC 22 Fortitude save or lose the ability to breathe air for the next 3 hours. An affected creature suffocates in 2d6 minutes if removed from the water. Renewed contact with the mucus cloud and failing another Fortitude save continues the effect for another 3 hours.

Skills The Voice has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

TACTICS

The Voice prefers to manipulate the PCs into doing its job for them. It already has several permanent or long-term illusions in place, and it fights from its *projected image*, hoping to trick the PCs into wasting their best spells before they discover the ruse. It tries to enslave one of the party's melee combatants, and then follows up with *veil*, making each of the PCs look like a fish-man. It hopes that the characters' inability to tell each other apart, combined with the fact that one of them has truly become an enemy, will cause them to harm each other. It then follows with other powers, entering melee only when it feels that doing so is worth the risk of exposing its true form (or when the PCs recognize the image for what it is). Even then, it stays at a distance, using its reach to deliver attacks and touch effects.

CONCLUSION

When reduced to 40 hit points, the Voice fakes a retreat, using its remaining illusory abilities, only to resume the attack 1d3 rounds later. When reduced to 10 hit points, it genuinely tries to flee, retreating to the deep ocean and abandoning Ashenport to its fate.

Features of the Area

The area has the following features.

Altar, Stone: 3 feet thick; hardness 8; hp 540; break DC 40. The altar provides cover. If it is broken, the squares it occupies become heavy debris. It costs 1 extra square of movement to cross the altar. A creature can make a DC 10 Jump check to cross it without impeding movement. This altar has additional mystical abilities; see page 18. It takes 25 points of damage to break the carved serpent from the altar, defiling it.

Ledge: The drop from area 5 to area 6 is roughly 10 feet. Climbing the wall requires a DC 20 Climb check.

Statues, Fragile: 5 feet thick; AC 3; hardness 8; hp 150; break DC 35; Climb DC 20. A statue provides cover. It can be pushed over with a Strength check that exceeds its break DC, causing 10d6 points of damage to creatures in the squares that it falls in (Reflex DC 15 half). A pushed-over statue fills the squares it falls in with heavy debris. A DC 10 Search check reveals the fragile nature of the statue. Due to stonecunning, a dwarf may make this check automatically if within 10 feet.

Statues, Large: 10 feet thick; AC 3; hardness 8; hp 1,800; break DC 55; Climb DC 20. A large statue provides cover. It can be pushed over with a Strength check that exceeds its break DC, causing 10d6 points of damage to creatures in the squares that it falls in (Reflex DC 15 half). A pushed-over pillar fills the squares it falls in with heavy debris.

Water, Deep: This water, made somewhat rough by the tides, requires a DC 15 Swim check to traverse. Characters need a way to breathe if they're underwater; failing that, they risk drowning (see Drowning, *DMG* 304). When underwater, characters can move in any direction as if they were flying with perfect maneuverability. An invisible creature displaces water and leaves a visible, body-shaped "bubble" where the water was displaced. The creature still has concealment (20% miss chance), but not total concealment (50% miss chance).

ENCOUNTER LEVEL

The Voice's preparations for combat, and the synergy with its abilities and the watery environment, make this an EL 10 encounter despite the creature's CR of 9.

Out in the Wild

Encounter Level 8

SETUP

Place the PCs as appropriate along the path. The horrid timber appears at the spot marked M. Only PCs who succeed on a DC 17 Spot check or a DC 21 Listen check (remember the rain- and wind-based penalties) may act in the surprise round.

When the horrid timber attacks, read:

The branches and leaves of the surrounding foliage whip about violently in the heavy winds and crushing rains. Only at the last second does it become apparent that some of the plants are thrusting forward, against the wind! From out of the trees comes a terrible mass of writhing vines and vicious thorns that gnash together like grinding teeth. An ichor that glistens even through the rain drips from the vines.

Horrid Timber **CR 7**

MM5 30, *LoM* 151
hp 73 (7 HD); DR 5/magic

Half-farspawn demonthorn mandrake
Always NE Large outsider (augmented plant, extraplanar)
Init +5; **Senses** blindsight 60 ft., darkvision 60 ft., low-light vision, tremorsense 40 ft.; Listen +13, Spot +13
Languages —

AC 21, touch 10, flat-footed 20
(–1 size, +1 Dex, +11 natural)
Miss Chance 20% blur
Immune plant immunities, poison
Resist acid 10, electricity 10, fire 10; **SR** 17
Fort +11, **Ref** +3 **Will** +3

Speed 20 ft. (4 squares)
Melee 2 slams +9 (2d6+5) and
2 tentacles +4 (1d6+2)
Space 10 ft.; **Reach** 10 ft.
Base Atk +5; **Grp** +14
Atk Options Power Attack
Special Actions change shape, spore pod, tangle root, true strike
Spell-Like Abilities (CL 7th):
3/day—*blink, blur*†
1/day—*stinking cloud* (DC 15), *touch of idiocy* (+10 melee touch)
†Already used

Abilities Str 20, Dex 13, Con 22, Int 7, Wis 13, Cha 14
SA spore pod, tangle root, true strike
SQ plant traits
Feats Alertness, Improved Initiative, Power Attack
Skills Climb +18, Hide +7 Listen +13, Move Silently +11, Search +8, Spot +13, Survival +1 (+3 following tracks)
Advancement 8–12 HD (Large); 13–21 HD (Huge)

Change Shape (Su) As a standard action, the horrid timber can take the form of a grotesque, tentacled mass of writhing vines and briars apparently made up of flesh and bone, rather than plant-matter. This functions as the standard change shape ability (*MM* 306), except as follows:
- Its movement modes do not change.
- It retains its tentacle attacks, and gains two additional tentacle attacks when making a full attack.
- It becomes amorphous. It cannot be flanked and is not subject to extra damage from critical hits.
- Creatures native to the Material Plane receive a –1 morale penalty on attack roles against the horrid timber when it is in this form.

Spore Pod (Ex) As a standard action, the horrid timber can spit a spore pod to a range of 30 feet. The pod then explodes in a 10-foot-radius burst. All living creatures in the area take 1d8 points of damage as thorny growths burst from their faces. At the start of each of the horrid timber's turns, these thorns continue to grow, dealing 5 points of damage.

Each affected opponent is allowed a DC 19 Fortitude save each round. If that save is successful, the thorns become brittle and fall off the creature's face. The thorns can also be pulled from a creature as a full-round action that deals 1d8 points of damage. Applying a vial of holy water to the thorns causes them to shrivel and die. The save DC is Constitution-based.

If a creature is already infested with spore pod thorns, it is immune to the damage and effects of further spore pod attacks.

If a Medium or larger creature is killed by damage from a horrid timber's thorns, a fully grown horrid timber emerges from the corpse in 1d4 hours.

Tangle Root (Ex) The horrid timber can extend its roots to a radius of 30 feet as a standard action. At the start of the horrid timber's turn, opponents in the area must make a DC 19 Reflex save or be entangled. A horrid timber can't move when its roots are extended, but can retract the roots as a free action. The save DC is Constitution-based.

True Strike (Su) Once per day, the horrid timber can gain a +20 insight bonus on a single attack roll. In addi-

tion, it suffers no miss chance against a target that has concealment or total concealment when making this attack.

TACTICS

The horrid timber has an incredible advantage in this fight, due to its longer reach and the fact that it is not checked by the wind. In the surprise round, it uses its tangle root ability, trying to entangle at least some PCs exactly 10 feet from it. It then proceeds to make use of its standard attacks. Once it suffers an attack by a spellcaster, it attempts to use *touch of idiocy* on that caster.

CONCLUSION

The horrid timber is an alien predator, with no real sense of self-preservation. It fights to the death.

Features of the Area

The area has the following features.

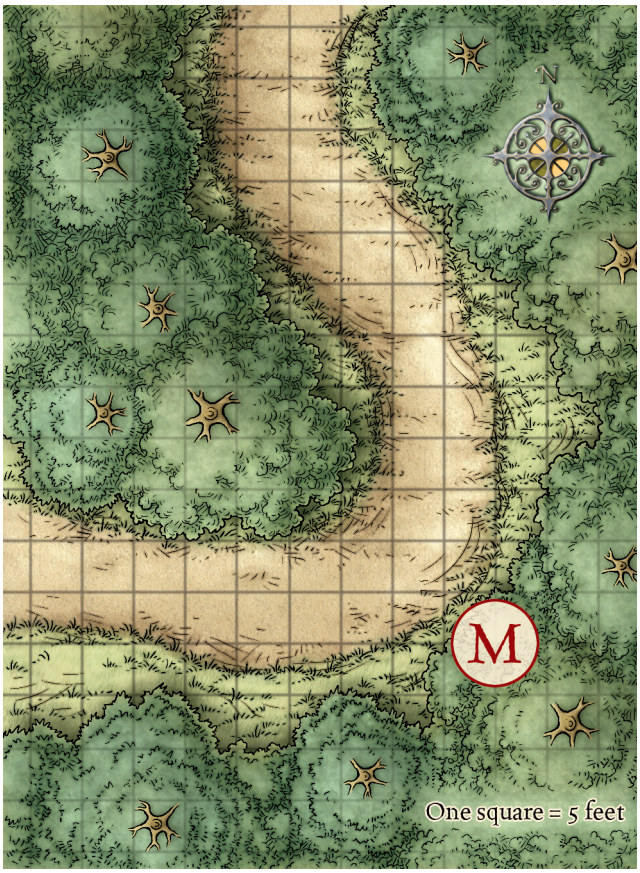
Ambient Noise, Rain and Wind: –8 on all Listen checks.

Mud: Due to the constant rains, the roads of Ashenport are all mud. It costs 2 squares of movement to enter a square of mud.

Tree, Small: 1 foot thick; AC 4; hardness 5; hp 150; break DC 25; Climb DC 15. The grove is packed with small trees. A creature standing in the same square as a small tree gains a +2 bonus to Armor Class and a +1 bonus on Reflex saves (these bonuses don't stack with bonuses for cover that derive from other sources). The presence of a tree doesn't otherwise affect a creature's fighting space, because it's assumed that the creature is using the tree to its advantage when it can.

Undergrowth, Heavy: Heavy undergrowth costs 4 squares of movement to move into and provides concealment with a 30% miss chance (instead of the usual 20%). It increases the DC of Tumble and Move Silently checks by 5. Heavy undergrowth is easy to hide in, granting a +5 circumstance bonus on Hide checks. Running and charging are impossible. A creature with a slashing weapon can clear a square of heavy undergrowth with 4 full-round actions. (Note that the undergrowth here would normally qualify as light, but the presence of the mud beneath it renders it heavy for all practical purposes.)

Visibility: The wind and rain reduce visibility ranges by three-quarters, resulting in a –8 penalty on Spot and Search checks. The rain automatically extinguishes any unprotected flames, and it has a 50% chance of extinguishing protected flames (such as lanterns).



Wind: Ranged attacks are impossible. The severe winds check any movement by Medium creatures, and it threatens to knock Small creatures back (*DMG* 95).

ENCOUNTER LEVEL

While the horrid timber is normally a CR 7 opponent, the terrain and weather conditions—which impede the PCs more than the monster—increase the EL of the encounter.